

P15000064639

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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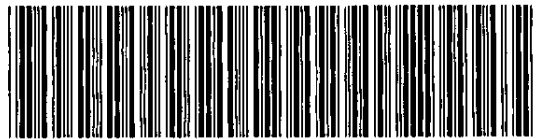
(Business Entity Name)

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OCT 2 2015
C LEWIS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 804520 7607388

AUTHORIZATION

COST LIMIT \$ 70.00

ORDER DATE : September 29, 2015

ORDER TIME : 2:42 PM

ORDER NO. : 804520-010

CUSTOMER NO: 7607388

ARTICLES OF MERGER

GRAMCERCY CAPITAL MANAGEMENT
CORPORATION

INTO

GRAMERCY CAPITAL MANAGEMENT
CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

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ARTICLES OF MERGER

OF

GRAMERCY CAPITAL MANAGEMENT CORPORATION
(a New York Corporation)

EFFECTIVE DATE

10-1-2015

INTO

GRAMERCY CAPITAL MANAGEMENT CORP.
(a Florida Corporation)

P15000064639

(Pursuant to Section 607.1105 of the Florida Business Corporation Act)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

FIRST: The name and state of incorporation of the surviving corporation:
Gramercy Capital Management Corp., a Florida corporation.

SECOND: The name and state of incorporation of the merging corporation:
Gramercy Capital Management Corporation, a New York corporation.

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the 1st day of October, 2015.

FIFTH: The Plan of Merger was approved by the shareholders of the surviving corporation on September 27, 2015.

SIXTH: The Plan of Merger was approved by the shareholders of the merging corporation on September 27, 2015.

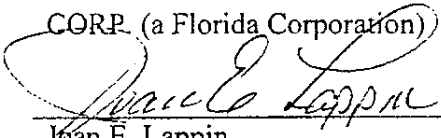
Dated: September 28, 2015

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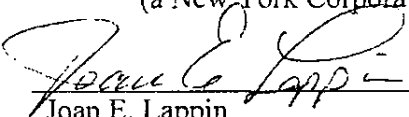
GRAMERCY CAPITAL MANAGEMENT
CORP. (a Florida Corporation)

By:


Joan E. Lappin
President

GRAMERCY CAPITAL MANAGEMENT CORPORATION
(a New York Corporation)

By:


Joan E. Lappin
President

15 OCT -1 AM 9:52

PLAN OF MERGER
OF
GRAMERCY CAPITAL MANAGEMENT CORPORATION
(a New York Corporation)
INTO
GRAMERCY CAPITAL MANAGEMENT CORP.
(a Florida Corporation)

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation:

FIRST: The name and state of incorporation of the surviving corporation: Gramercy Capital Management Corp., a Florida corporation.

SECOND: The name and state of incorporation of the merging corporation: Gramercy Capital Management Corporation, a New York corporation.

THIRD: The terms and conditions of the merger are as follows:

Gramercy Capital Management Corporation, a New York corporation ("Gramercy New York"), will be merged with and into Gramercy Capital Management Corp., a Florida corporation ("Gramercy Florida"), and Gramercy Florida will be the surviving corporation. The merger will be effective on October 1, 2015.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

a. Each share of Gramercy New York Common Stock issued and outstanding or held in the treasury of Gramercy New York immediately prior to the effective date shall be changed and converted into and shall be one fully paid and nonassessable share of Gramercy Florida Common Stock.

b. The shares of Gramercy Florida Common Stock outstanding immediately prior to the Effective Date shall be canceled and retired and resume the status of authorized and unissued shares of Gramercy Florida Common Stock, and no shares of Gramercy Florida Common Stock or other securities of Gramercy Florida shall be issued in respect thereof.

c. On the effective date, by virtue of the merger and without any action on the part of any holder, all outstanding certificates which immediately prior to the effective date represented shares of Gramercy New York Common Stock shall be deemed for all purposes to evidence ownership of, and to represent shares of, Gramercy Florida Common Stock.

FIFTH: The Certificate of Incorporation of Gramercy Florida, as in effect on the effective date, shall continue to be the Certificate of Incorporation of Gramercy Florida as the surviving corporation without change or amendment.