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merger
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R. WHITE

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**MERGER OR SHARE EXCHANGE
144 EAST 24TH STREET CORP.**

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**DOMESTIC AND FOREIGN CORPORATION
ARTICLES OF MERGER**

The undersigned corporations, pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), hereby execute the following Articles of Merger:

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
144 East 24 th Street Corp. (the "Surviving Corporation")	Florida
144 East 24 th Street Corp. (the "Merged Corporation")	New York.

THIRD: The Plan of Merger was adopted by all of the shareholders of 144 East 24th Street Corp., a New York corporation, on the 3rd day of February, 2016 and was adopted by all of the shareholders of 144 East 24th Street Corp., a Florida corporation, on the 3rd day of February, 2016.

FOURTH: As to the constituent corporations, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

144 East 24th Street Corp., a Florida corporation, has authorized capital stock of two hundred (200) shares of common stock having no par value of which two hundred (200) shares are issued and outstanding.

144 East 24th Street Corp., a New York corporation, has authorized capital stock of two hundred (200) shares of common stock having no par value of which two hundred (200) shares are issued and outstanding.

FIFTH: The merger was adopted by the Merged Corporation and Surviving Corporation by the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon. The Surviving Corporation will promptly pay to the shareholders of the Merged Corporation the amount, if any, to which they are entitled under Florida Business Corporation Act relating to right of shareholders to receive payment of their shares.

SIXTH: The merger is permitted by the laws of Florida, the jurisdiction of Surviving Corporation and is in compliance therewith. The Merged Corporation has complied with the

applicable provisions of the laws of the State of New York under which it is incorporated, and this merger is permitted by such laws.

SEVENTH: The date when the certificate of incorporation of the Merged Corporation was filed by the New York Department of State was the 5th day of July, 1979. The date when the certificate of incorporation of the Surviving Corporation was filed by the Florida Division of Corporations was the 3rd day of Feb, 2016.

EIGHTH: The Plan of Merger is attached hereto as Exhibit A and is on file at the place of business of the Surviving Corporation at 7465 S.W. 106th Street, Miami, Florida 33156. The New York Certificate of Merger filed with the New York Department of State is attached hereto as Exhibit B.


NINTH: The Articles of Merger shall be effective upon filing.

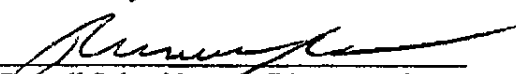
Dated: February 22, 2016

144 East 24th Street Corp., a New York corporation, as
the Merged Corporation

By: 
Steven Rudin, Director and Secretary

144 East 24th Street Corp., a Florida corporation, as
the Surviving Corporation

By: 
Steven Rudin, Director, Vice-President, Treasurer,
and Secretary

By: 
Russell Schneiderman, Director and
President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLAN OF MERGER

This Plan of Merger is made and entered this 22nd day of February, 2016, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

144 East 24th Street Corp., a Florida corporation (the "Surviving Corporation"); and
144 East 24th Street Corp., a New York corporation (the "Merged Corporation").

BACKGROUND

A. WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on February 3, 2016, and having an authorized capital stock of two hundred (200) shares of common stock having a par value of \$0 per share, of which two hundred (200) shares, being all the shares issued and outstanding, are owned by the following:

<u>Shareholders</u>	<u>% of Shares</u>
Russell Schneiderman	33.333%
Steven Rudin	33.333%
Jacqueline Rudin Lipson	33.333%

B. WHEREAS, the Merged Corporation is a corporation organized and existing under the laws of the State of New York, having its Articles of Incorporation filed and effective on July 5, 1979 and having an authorized capital stock of two hundred (200) shares of common stock having a par value of \$0 per share, of which two hundred (200) shares, being all the shares issued and outstanding, are owned by the following:

<u>Shareholders</u>	<u>% of Shares</u>
Russell Schneiderman	33.333%
Steven Rudin	33.333%
Jacqueline Rudin Lipson	33.333%

C. WHEREAS, the Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

D. WHEREAS, the Constituent Corporations desire and intend hereby to effectuate an "F-reorganization" in accordance with Code Section 368(a)(1)(F) in order to achieve the stated purposes of this undertaking between them.

NOW, THEREFORE, the terms and conditions of said merger are as follows:

1. On this date (the "Effective Date"), the Merged Corporation shall be merged into the Surviving Corporation in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act) and Article 9 of the New York Statutes (the Business Corporation Law of New York). The surviving corporation shall be 144 East 24th Street Corp., a Florida corporation, and shall be governed by the laws of the State of Florida.
2. The names of the corporations that are parties to the Merger are as follows:
 - (a) 144 East 24th Street Corp., a Florida corporation, and
 - (b) 144 East 24th Street Corp., a New York corporation.
3. The Surviving Corporation, 144 East 24th Street Corp., a Florida corporation, is not to do business in New York until an application for authority shall have been filed by the Department of State.
4. To become effective, this Plan shall be approved by the directors and shareholders of each of the Constituent Corporations.
5. The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amendable to suit in the State of New York, and for the enforcement under the New York Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving consolidated corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o 144 East 24th Street, Apt PHF, New York, NY 10010. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.
6. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that all shares of the Merged Corporation shall be deemed canceled and the shares of the Surviving Corporation currently issued and outstanding shall remain issued and outstanding.
7. The By-Laws of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the By-Laws of the Surviving Corporation until the same is altered, amended, or repealed.

8. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

9. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

10. The shareholders or members, as the case may be, of the Constituent Entities dissenting from the Merger, if any, are entitled if they qualify and otherwise comply with the provisions of Florida Statutes Chapters 607 and New York Statutes Section 907 to be paid the fair value of their shares or membership interests.

11. This Plan of Merger shall be approved by the respective board of directors of each Constituent Corporation and submitted to the respective shareholders of each Constituent Corporation for approval as provided by the Florida Business Corporation Act and the Business Corporation Law of New York. If duly adopted by the requisite vote of such shareholders, Articles of Merger necessary to meet the requirements of the Florida Business Corporation Act and the Business Corporation Law of New York shall be filed immediately in the appropriate offices in Florida and New York.

12. On the Effective Date, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

13. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

14. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

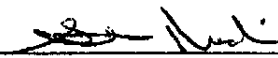
15. For federal income tax purposes, the assets of Merged Corporation will be treated as having been transferred from Merged Corporation to Surviving Corporation in a "F" Reorganization pursuant to Code Section 368(a)(1)(F).


IN WITNESS WHEREOF, this Plan of Merger has been executed and acknowledged by the Directors, President, Vice-President and Secretary of the Surviving Corporation and the Director and Secretary of the Merged Corporation.

144 East 24th Street Corp., a New York corporation, as the Merged Corporation

By: 
Steven Rudin, Director and Secretary

144 East 24th Street Corp., a Florida corporation, as the Surviving Corporation

By: 
Steven Rudin, Director, Vice-President and Secretary

By: 
Russell Schneiderman, Director and President