

Division of Corporations

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**MERGER OR SHARE EXCHANGE
PARK AND SHOP OF FLORIDA, INC.**

Certificate of Status	1
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**ARTICLES OF MERGER OF
PARK AND SHOP, INC., A NEW YORK CORPORATION
INTO
PARK AND SHOP OF FLORIDA, INC., A FLORIDA CORPORATION**

P16000100235

The following Articles of Merger are submitted to merge the following corporations in accordance with Section 607.1105, Florida Statutes. **PARK AND SHOP OF FLORIDA, INC.**, a Florida corporation ("Florida"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of **PARK AND SHOP, INC.**, a New York corporation ("New York"), with and into Florida. Florida shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A" (the "Plan of Merger").


2. The Plan of Merger was approved by the shareholders of Florida in accordance with Section 607.1103, Florida Statutes, by written consent dated December 22, 2016.

3. The Plan of Merger was approved by the shareholders of New York in accordance with Section 903 of the Business Corporation Law of New York by written consent dated December 22, 2016.


4. The effective date of the merger is the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on December 22, 2016.

PARK AND SHOP, INC.,
a New York corporation

By: 
John R. Peshkin
As its President

PARK AND SHOP OF FLORIDA, INC.,
a Florida corporation

By: 
John R. Peshkin
As its President

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STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 22nd day of December 2016, by John R. Peshkin, as President of Park and Shop, Inc., a New York corporation, on behalf of the corporation. The above-named person is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Alyssa Nelson
Signature of Notary Public

(Notary Seal)



ALYSSA NELSON
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FP957425
Expires 10/2/2018

Alyssa Nelson
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on 10/2/2018.

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 22nd day of December 2016, by John R. Peshkin, as President of Park and Shop of Florida, Inc., a New York corporation, on behalf of the corporation. The above-named person is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Alyssa Nelson
Signature of Notary Public

(Notary Seal)



ALYSSA NELSON
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FP957425
Expires 10/2/2018

Alyssa Nelson
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on 10/2/2018.

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EXHIBIT A

**PLAN OF MERGER
OF
PARK AND SHOP, INC., A NEW YORK CORPORATION,
WITH AND INTO
PARK AND SHOP OF FLORIDA, INC., A FLORIDA CORPORATION**

PARK AND SHOP OF FLORIDA, INC., a Florida corporation, and **PARK AND SHOP, INC.,** a New York corporation, hereby adopt and approve the following plan as the Plan of Merger required by Section 607.1101, Florida Statutes, and Section 902, New York Business Corporation Law. The terms of the Plan of Merger are as follows:

1. The merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

2. On the Effective Date of the merger, the effect of the merger will be as provided in this Plan and the applicable provisions of the Act. Without limiting the generality of the foregoing, on the Effective Date of the merger, all properties, rights, privileges and powers of New York will vest in Florida, as the surviving corporation, and all liabilities and obligations of New York will become the liabilities and obligations of Florida, as the surviving corporation.

3. The Articles of Incorporation and the Bylaws of Florida, as the surviving corporation in the merger, will not differ from its Articles of Incorporation and Bylaws in effect immediately prior to the Effective Date of the merger.

4. Each person who is a director or officer of New York immediately prior to the Effective Date of the merger will continue to be a director or officer of Florida, the surviving corporation in the merger, from and after the Effective Date of the merger and will serve in such capacity until his respective successor is duly elected or appointed, or until his/her death, resignation or removal.

5. The designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the Plan of Merger, and the specification of each class and series entitled to vote as a class on the Plan of Merger, are as follows:

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Park and Shop of Florida, Inc.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Class A Voting Common Stock	15	Class A Voting	Class A Voting
Class B Non-Voting Common Stock	75	N/A	N/A

Park and Shop, Inc.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Class A Voting Common Stock	15	Class A Voting	Class A Voting
Class B Non-Voting Common Stock	75	N/A	N/A

6. On the Effective Date of the merger, by virtue of the merger and without any action on the part of any shareholder of New York, each share of common stock of New York, issued and outstanding immediately prior to the Effective Date of the merger, will be cancelled. Because the ownership of New York and Florida is currently identical, no additional shares of Florida will be issued.

7. Each shareholder of Florida, whose shares were issued and outstanding immediately prior to the Effective Date of the merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

8. Pursuant to Sections 902 and 903, New York Business Corporation Act, this Plan has been submitted and recommended to the shareholders of New York by the Board of Directors of New York. The shareholders of New York approved the Plan.

9. Pursuant to Section 607.1103, Florida Statutes, this Plan has been submitted and recommended to the shareholders of Florida by the Board of Directors of Florida. The shareholders of Florida approved the Plan.

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10. The Board of Directors of each constituent corporation is hereby authorized to amend this Plan at any Date prior to the Effective Date of the merger, to the extent permitted by law.

11. There are no other terms or conditions to the merger.

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