



P93000028200

99 NOV 24  
FILED  
STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 493166 167868A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 245

ORDER DATE : November 24, 1999

*Merge*

ORDER TIME : 11:46 AM

ORDER NO. : 493166-010

300003054383--6

CUSTOMER NO: 167868A

CUSTOMER: Lisa P. Clontz, Legal Asst  
First Union Corporation  
One First Union Ctr  
Legal Dept. - 31st Floor  
Charlotte, NC 28288

ARTICLES OF MERGER

ALDEN POND, INC.; ET AL

INTO

KKM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

*ADR*  
*11/29/99*

RECEIVED  
99 NOV 24 PM 1:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ALDEN POND, INC., a Florida corporation V10550  
PORT CHARLOTTE SERVICE CORP., a Florida corporation L71497  
TAROC, INC., a Florida corporation H54137  
CIMC, INC., a Florida corporation H54407  
WSI, INC., a Florida corporation H54134  
VERO/FIDOREO LS, INC., a Florida corporation P93000028200

INTO

**KKM, INC.**, a Pennsylvania corporation not qualified in Florida.

File date: November 24, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 245.00

**ARTICLES OF MERGER**

Merging

**ALDEN POND, INC.,**  
(a Florida corporation)

**CIMC, INC.,**  
(a Florida corporation)

**PORT CHARLOTTE SERVICE CORP.,**  
(a Florida corporation)

**TAROC, INC.,**  
(a Florida corporation)

**VERO/FIDOREO LS, INC., and**  
(a Florida corporation)

**WSI, INC.**  
(a Florida corporation)

(collectively referred to hereafter as the "Merging Corporations")

into

**KKM, Inc.**  
(a Pennsylvania corporation and  
referred to hereafter as the "Surviving Corporation")

These Articles of Merger are delivered to the Department of State of Florida for filing pursuant to Sections 607.1105 and 607.1107 of the Florida 1989 Business Corporation Act (the "FBCA").

**Section 1. Plan of Merger.**

Attached hereto as Exhibit A is the Agreement and Plan of Merger (the "Plan") providing for the merger of the Merging Corporations with and into the Surviving Corporation (the "Merger").

99 NOV 24 PM 4:32  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Section 2. Approval of Plan.

- (a) The sole shareholders of the Merging Corporations approved the Plan as of November 15, 1999. The sole shareholder of the Surviving Corporation was not required to approve the Plan.
- (b) The boards of directors of the Merging Corporations and the Surviving Corporation approved the Plan as of November 15, 1999.
- (c) The Merger is permitted by the law of the state under whose law the foreign corporation is incorporated and the foreign corporation has complied with, or upon making any required filings, will have complied with such law in effecting the Merger.

## Section 3. Effective Time.

The Effective Time of the Merger shall be immediately upon the filing of the Certificates and Articles of Merger.

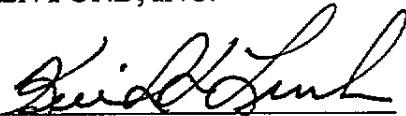
DATED as of the 22<sup>nd</sup> day of November, 1999.

Surviving Corporation:  
KKM, INC.

By: 

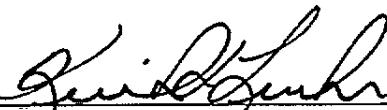
Name: Keith D. Lembo  
Title: Senior Vice President

Merging Corporations:  
ALDEN POND, INC.

By: 


Name: Keith D. Lembo  
Title: Senior Vice President

CIMC, INC.


By: 

Name: Keith D. Lembo  
Title: Senior Vice President

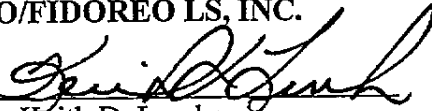
**PORT CHARLOTTE SERVICE CORP.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

**TAROC, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

**VERO/FIDOREO LS, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

**WSI, INC.**


By:   
Name: Keith D. Lembo  
Title: Senior Vice President

Exhibit A

**AGREEMENT AND PLAN OF MERGER**  
**merging**

**ALDEN POND, INC.,**  
(A Florida corporation)

**BEST PARKING/FIDOREO, INC.,**  
(A New Jersey corporation)

**BRICK INDUSTRIAL/FIDOREO, INC.,**  
(A New Jersey corporation)

**CHI ES HOLDING, INC.,**  
(A Delaware corporation)

**CIMC, INC.,**  
(A Florida corporation)

**COMMERCE/FIDOREO LS, INC.,**  
(A New Jersey corporation)

**CRL REAL ESTATE, INC.,**  
(A New Jersey corporation)

**CTB REALTY VENTURES XIV, INC.,**  
(A Connecticut corporation)

**DEVELCOR NJ, INC.,**  
(A New Jersey corporation)

**FH CROSSINGS, LTD.,**  
(A Virginia corporation)

**FIFTEEN/UNIONOREO, INC.,**  
(A Connecticut corporation)

**FIFTY-EIGHT/UNIONOREO, INC.,**  
(A Connecticut corporation)

**FIFTY-SEVEN/UNIONOREO, INC.,**  
(A Connecticut corporation)

**FIFTY-SIX/UNIONOREO, INC.,**  
(A Connecticut corporation)

**FREEHOLD/FIDOREO, INC.,**  
(A New Jersey corporation)

**GABK HOLDINGS, INC.,**  
(A North Carolina corporation)

**GGL, INC.,**  
(A North Carolina corporation)

**HOHOKUS/FIDOREO LS, INC.,**  
(A New Jersey corporation)

**HOVBIT VILLAS/FIDOREO, INC.,**  
(A New Jersey corporation)

**LIVINGSTON AVENUE/FIDOREO, INC.,**  
(A New Jersey corporation)

**MHD, INC.,**  
(A North Carolina corporation)

**MT. EPHRAM/FIDOREO LS, INC.,**  
(A New Jersey corporation)

**NOVATEN COMMUNICATIONS, INC.,**  
(A Delaware corporation)

**NP CORPORATION,**  
(A Maryland corporation)

**OLD YORK ROAD REAL ESTATE, INC.,**  
(A Pennsylvania corporation)

**PARK AVENUE/FIDOREO, INC.,**  
(A New Jersey corporation)

**PERRY STREET/FIDOREO, INC.,**  
(A New Jersey corporation)

**PORT CHARLOTTE SERVICE CORP.,**  
(A Florida corporation)

**TAROC, INC.,**  
(A Florida corporation)

**TGTG CORPORATION,**  
(A New York corporation)

**UTC PROPERTIES NO. 4, INC.,**  
(A Maryland corporation)

**VERO/FIDOREO LS, INC., and**  
(A Florida corporation)

**WSI, INC.**  
(A Florida corporation)

(collectively referred to hereafter as the "Merging Corporations")

**into**

**KKM, INC.**  
(A Pennsylvania corporation and referred to hereinafter as the "Surviving Corporation")

This Agreement and Plan of Merger (hereinafter "Plan") is entered by and among the Merging Corporations and the Surviving Corporation pursuant to Section 33-815 of the Connecticut Business Corporation Act, Section 252 of the Delaware General Corporation Law, Section 607.1101 of the Florida 1989 Business Corporation Act, Section 3-102 of Maryland General Corporation Law, Section 14A:10-1 of New Jersey Business Corporation Act, Section 902 of New York Business Corporation Law, Section 55-11-01 of North Carolina Business Corporation Act, Section 1922 of Pennsylvania Business Corporation Law and Section 13.1-716 of Virginia Stock Corporation Act.

#### **Section 1. The Merger.**

Immediately upon filing of the Certificates and Articles of Merger (the "Effective Time"), the Merging Corporations shall be merged (hereinafter "Merger") with and into the Surviving Corporation. At the Effective Time, the separate existence of each of the Merging Corporations shall cease and the existence of the Surviving Corporation shall continue.



**Section 2. Name of Surviving Corporation; Articles of Incorporation, Bylaws, Directors and Officers.**

The name of the Surviving Corporation shall be "KKM, Inc." The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time. Until their successors are elected and qualified, the directors and officers of the Surviving Corporation after the Effective Time shall be the directors and officers of the Surviving Corporation in office immediately prior to the Effective Time.

**Section 3. Conversion and Exchange of Shares.**

At the Effective Time:

(a) all of the outstanding shares of common stock of the Merging Corporations shall be cancelled; and

(b) the outstanding shares of common stock of the Surviving Corporation shall not be converted, exchanged or in any manner altered as a result of the Merger and shall remain outstanding as shares of common stock of the Surviving Corporation.

There are no other classes of stock outstanding of the Merging Corporations or the Surviving Corporation.

**Section 4. Effect of the Merger.**

All of the assets of the Merging Corporations as they exist at the Effective Time shall pass to, vest in, and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporations as they exist at the Effective Time shall become liabilities of the Surviving Corporation in accordance with the laws of Connecticut, Delaware, Florida, Maryland, New Jersey, New York, North Carolina, Pennsylvania and Virginia.

**Section 5. Waiver; Amendment; Termination.**

This Plan may be amended at any time prior to the Effective Time by an amendment signed by the parties hereto and may be terminated or abandoned at any time prior to the Effective Time by the Surviving Corporation in writing, without the consent or joinder by any of the other parties hereto.

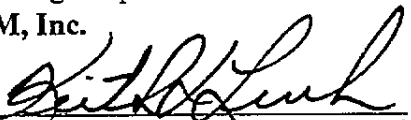
**Section 6. Further Assurances.**

- (a) In the event that the Merger shall have been fully authorized in accordance with the provisions of the laws of the jurisdictions of incorporation of the Merging Corporations and the Surviving Corporation, the Merging Corporations and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of such states of incorporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
- (b) The Sole Directors and the proper officers of the Merging Corporations and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger herein provided for.

IN WITNESS WHEREOF, the Merging Corporations and the Surviving Corporation have caused this Plan to be executed as of November 22, 1999 by their duly authorized officers.

Surviving Corporation:

**KKM, Inc.**

By: 

Name: Keith D. Lembo

Title: Senior Vice President

Attest: Anne T. Daniel

Name: Anne T. Daniel

Its: Assistant Secretary

Merging Corporations:

**ALDEN POND, INC.**

By: 

Name: Keith D. Lembo

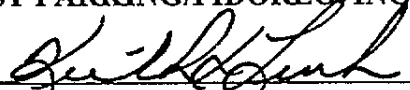
Title: Senior Vice President

Attest: Anne T. Daniel

Name: Anne T. Daniel

Its: Assistant Secretary

**BEST PARKING/FIDOREO, INC.**

By: 

Name: Keith D. Lembo

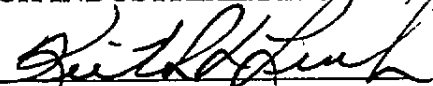
Title: Senior Vice President

Attest: Anne T. Daniel

Name: Anne T. Daniel

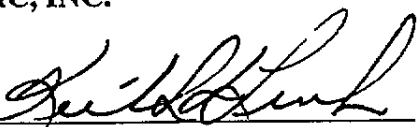
Its: Assistant Secretary

**BRICK INDUSTRIAL/FIDOREO, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

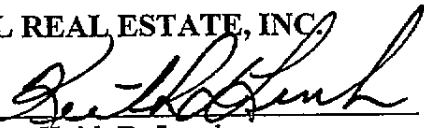
Attest: Anne T. Daniel  
Name: Anne T. Daniel  
Its: Assistant Secretary

**CIMC, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

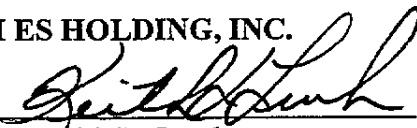
Attest: Anne T. Daniel  
Name: Anne T. Daniel  
Its: Assistant Secretary

**CRL REAL ESTATE, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

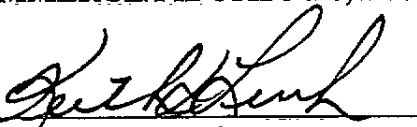
Attest: Anne T. Daniel  
Name: Anne T. Daniel  
Its: Assistant Secretary

**CHIES HOLDING, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

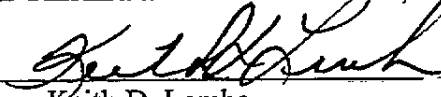
Attest: Anne T. Daniel  
Name: Anne T. Daniel  
Its: Assistant Secretary

**COMMERCE/FIDOREO LS, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

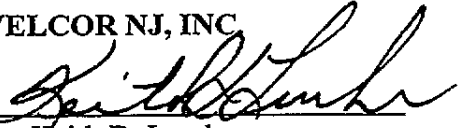
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Name: Anne T. Daniel  
Its: Assistant Secretary

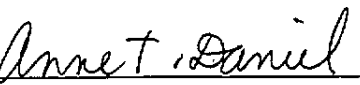
**CTB REALTY VENTURES XIV, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

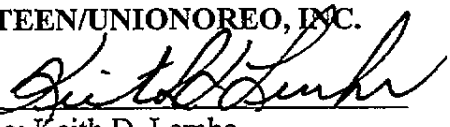
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Its: Assistant Secretary

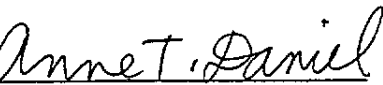
**DEVELCOR NJ, INC**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

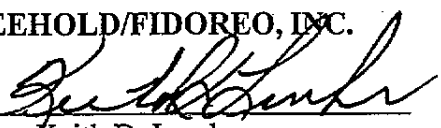
Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

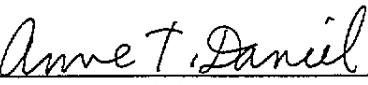
**FIFTEEN/UNIONOREO, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

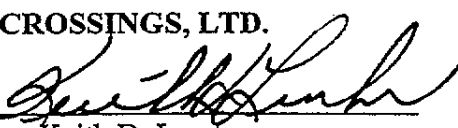
Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

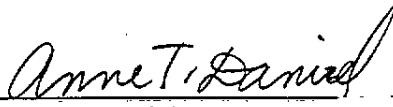
**FREEHOLD/FIDOREO, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

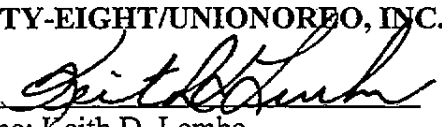
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Name: Anne T. Daniel  
Its: Assistant Secretary

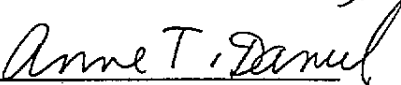
**FH CROSSINGS, LTD.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

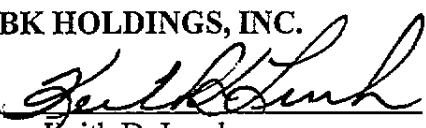
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Name: Anne T. Daniel  
Its: Assistant Secretary

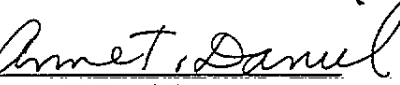
**FIFTY-EIGHT/UNIONOREO, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary


**GABK HOLDINGS, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary


**GGL, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

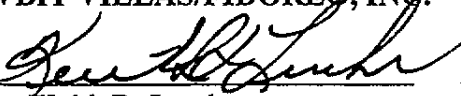
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Its: Assistant Secretary

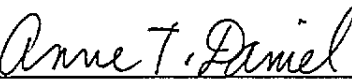
**HOHOKUS/FIDOREO LS, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

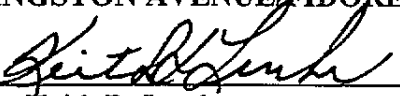
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Name: Anne T. Daniel  
Its: Assistant Secretary

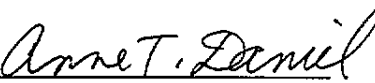
**HOVBIT VILLAS/FIDOREO, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

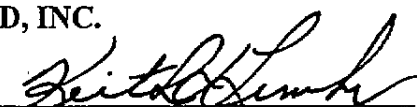
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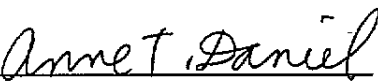
**LIVINGSTON AVENUE/FIDOREO, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

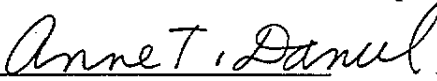
**MHD, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary


**MT. EPHRAM/FIDOREO LS, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

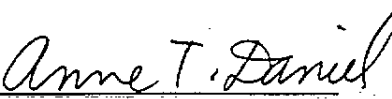
**NOVATEN COMMUNICATIONS, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Lisa P. Clontz  
Its: Assistant Secretary


**NP CORPORATION**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

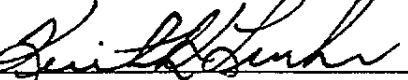
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Its: Assistant Secretary

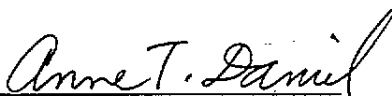
**OLD YORK ROAD REAL ESTATE, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

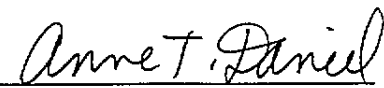
**PARK AVENUE/FIDOREO, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

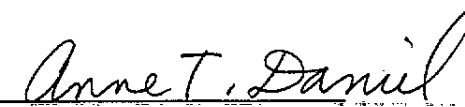
**PERRY STREET/FIDOREO, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

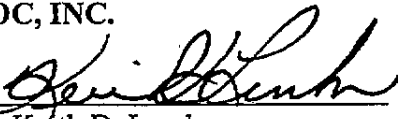
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Name: Anne T. Daniel  
Its: Assistant Secretary

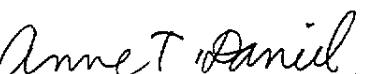
**PORT CHARLOTTE SERVICE CORP.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

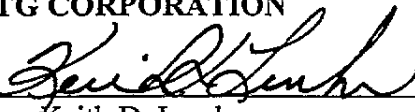
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Its: Assistant Secretary

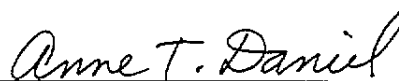
**TAROC, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

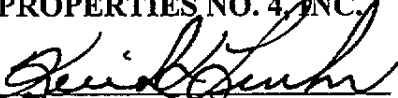
Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

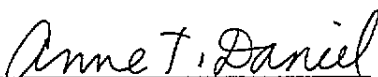
**TGTG CORPORATION**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

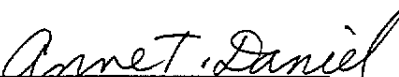
**UTC PROPERTIES NO. 4, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President


Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

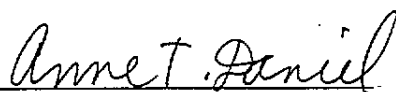
**VERO/FIDOREO LS, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary

**WSI, INC.**

By:   
Name: Keith D. Lembo  
Title: Senior Vice President

Attest:   
Name: Anne T. Daniel  
Its: Assistant Secretary