

P93000063010

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Menger/CC
@ 12/12/08

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and North Carolina

December 4, 2008

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: Clifford J. Hunt, Inc.
Articles of Merger**

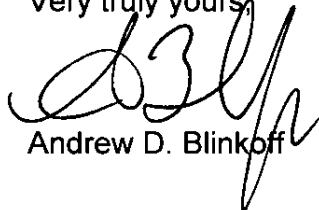
Dear Sir or Madam:

Enclosed are the original Articles of Merger, a copy of the same, and our check in the amount of \$78.75 to cover the cost of filing and one certified copy.

Please return proof of filing and the Certified Copy to the undersigned.

Thank you for your attention to this matter. Should you have any questions or concerns, please contact the undersigned.

Very truly yours,



Andrew D. Blinkoff

ADB/heb
Enclosures

ARTICLES OF MERGER

(Profit Corporations)

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 jurisdiction of the **surviving** corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|------------------------|---------------------|--|
| Clifford J. Hunt, Inc. | Florida | P93000063010 |

Second: The name and jurisdiction of each **merging** corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------------|---------------------|--|
| 4997 Land Corporation | New York | NA |
| | | |
| | | |
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 9/25/08 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 9/25/08 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Clifford J. Hunt, Inc.

X 

C. Jack Hunt, Jr., President

4997 Land Corporation

X 

C. Jack Hunt, Jr., President

PLAN OF MERGER

(Non Subsidiaries)

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 jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Clifford J. Hunt, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

4997 Land Corporation

New York

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

Effective immediately, all of the assets and liabilities of the Merging Corporation are hereby assumed by the Surviving Corporation, with the beneficial interest of both Corporations being the same.

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:

The Surviving Corporation will promptly pay to the shareholders of the Merging Corporation the amount, if any, to which they shall be entitled to under any applicable statute relating to the right of shareholders to receive payment for their interest.

(Attach additional sheets if necessary)