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SATULOFF BROTHERS NEVADA, INC.  
1475 TERMINAL WAY, SUITE E  
RENO, NEVADA 89502

December 5, 1997

Florida Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32301

RE: Articles of Merger  
Satuloff Brothers, Inc., a Florida corporation into  
Satuloff Brothers Nevada, Inc., a Nevada corporation

Gentlemen:

Enclosed, for filing purposes, please find following original documents:

1. Articles of Merger merging Satuloff Brothers, Inc., a Florida corporation into Satuloff Brothers Nevada, Inc. a Nevada corporation.
2. Plan and Agreement of Merger merging Satuloff Brothers, Inc., a Florida corporation into Satuloff Brothers Nevada, Inc. a Nevada corporation.
3. Action by the Board of Directors and sole shareholder of Satuloff Brothers Nevada, Inc., a Nevada corporation.
4. Joint Written Consent of the Sole Shareholder and Director of Satuloff Brothers, Inc., a Florida corporation.
5. Officer's Certificate of Approval of Plan of Merger for Satuloff Brothers Nevada, Inc. a Nevada corporation.
6. Officer's Certificate of Approval of Plan of Merger for Satuloff Brothers, Inc. a Florida corporation.
7. A corporation check payable to Division of Corporations for \$122.50 re \$70.00 filing fee and \$52.50 certified copy fee.
8. Pre-addressed, postage paid return envelope to Satuloff Brothers Nevada, Inc

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Merger.*

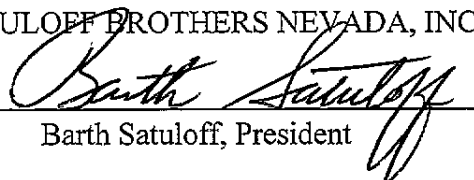
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CC

Please return the certified copy to the corporation in the enclosed return envelope. Thank you for your assistance in this matter.

Very truly yours,

SATULOFF BROTHERS NEVADA, INC.

BY

  
Barth Satuloff, President

Enclosures as stated.

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SATULOFF BROTHERS, INC.  
,

INTO

**SATULOFF BROTHERS NEVADA, INC.**, a Nevada corporation not qualified in  
Florida

File date: December 8, 1997

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**

**Merging**

**SATULOFF BROTHERS, INC., a Florida corporation  
into  
SATULOFF BROTHERS NEVADA, INC., a Nevada corporation**

**(UNDER SECTION 92A, NEVADA REVISED STATUTES)**

Satuloff Brothers Nevada, Inc., a Nevada corporation, hereby certifies that:

(1) The name and place of incorporation of each constituent corporation, and of the surviving corporation, is:

- (a) Satuloff Brothers, Inc., a Florida corporation, a constituent corporation,
- (b) Satuloff Brothers Nevada, Inc., a Nevada corporation, a constituent corporation, and
- (c) Satuloff Brothers Nevada, Inc., a Nevada corporation, the surviving corporation.

(2) A Plan and Agreement of Merger ("the Plan") has been adopted by the Board of Directors of Satuloff Brothers, Inc. and Satuloff Brothers Nevada, Inc. on the 4<sup>TH</sup> day of DECEMBER, 1997. Pursuant to the Plan, Satuloff Brothers, Inc. and Satuloff Brothers Nevada, Inc. shall be merged together into Satuloff Brothers Nevada, Inc.

(3) The Plan was approved by the unanimous consent of the stockholders of each corporation that is a party to the merger, on the 4<sup>TH</sup> day of DECEMBER, 1997.

(4) The Articles of Incorporation of the surviving corporation will not be amended as a result of the merger.

(5) The complete executed Plan is on file at the registered office of Satuloff Brothers Nevada, Inc., 1475 Terminal Way, Suite E, Reno, Nevada.

(6) A copy of the Plan is attached hereto. A copy of the Plan will be furnished by

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Satuloff Brothers Nevada, Inc., on request and without cost, to any stockholder of any corporation which is a party to the merger.

IN WITNESS WHEREOF, Satuloff Brothers Nevada, Inc., the surviving Nevada corporation, has caused these Articles of Merger to be signed and acknowledged by Barth Satuloff, its President and Secretary, this 4th day of DECEMBER 1997.

SATULOFF BROTHERS NEVADA, INC.

By: Barth Satuloff  
President

Attest: Barth Satuloff  
Secretary

STATE OF FLORIDA       )  
                                      : ss:  
COUNTY OF Dade       )

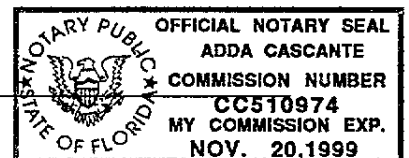
The foregoing instrument was acknowledged before me this 4 day of December, 1997, on behalf of Satuloff Brothers Nevada, Inc., a Nevada corporation, by its duly authorized president, Barth Satuloff, who is personally known to me, ~~or who has produced~~ \_\_\_\_\_ as identification.

Passante  
NOTARY PUBLIC, State of Florida

My Name Printed \_\_\_\_\_

My Commission Expires \_\_\_\_\_

My Commission Number \_\_\_\_\_



IN WITNESS WHEREOF, these Articles of Merger are signed by each corporation this  
4th day of DECEMBER, 1997.

**Satuloff Brothers, Inc., a Florida corporation**

By: Barth Satuloff  
Barth Satuloff, President

Attest: Barth Satuloff  
Barth Satuloff, Secretary

**Satuloff Brothers Nevada, Inc., a Nevada corporation**

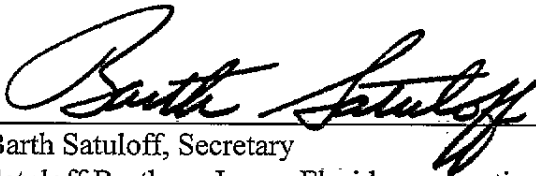
By: Barth Satuloff  
Barth Satuloff, President


Attest: Barth Satuloff  
Barth Satuloff, Secretary

**SECRETARIES' CERTIFICATE**

The undersigned Secretary of each of the Merging Corporations certifies that the holder or holders of all outstanding shares of each such corporation approved, and voted for the adoption of, the above Articles of Merger.

DATED this 4TH day of DECEMBER, 1997.

  
Barth Satuloff, Secretary  
Satuloff Brothers, Inc., a Florida corporation

  
Barth Satuloff, Secretary  
Satuloff Brothers Nevada, Inc., a Nevada  
corporation

## **PLAN AND AGREEMENT OF MERGER**

### **Merging**

**SATULOFF BROTHERS, INC., a Florida corporation  
into  
SATULOFF BROTHERS NEVADA, INC., a Nevada corporation**

#### **A. CORPORATIONS PARTICIPATING IN STATUTORY MERGER.**

Satuloff Brothers, Inc., a Florida corporation, whose address is 9495 Sunset Drive, Miami, Florida, and Satuloff Brothers Nevada, Inc., a Nevada corporation, whose address is 1475 Terminal Way, Suite E, Reno, Nevada (being the constituent "Merging Corporations") propose to merge (the "Merger") Satuloff Brothers, Inc. into Satuloff Brothers Nevada, Inc., which will be the surviving corporation (the "Surviving Corporation"). The Merging and Surviving Corporations intend that the reorganization described herein shall qualify as a statutory merger within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

#### **B. NAME OF SURVIVING CORPORATION.**

Immediately after the Merger the name of the surviving corporation will be Satuloff Brothers Nevada, Inc.

#### **C. OUTSTANDING SHARES.**

The outstanding capital stock of each constituent corporation prior to the Merger is as follows:

<b><u>Corporation</u></b>	<b><u>Shares Outstanding</u></b>	<b><u>Class</u></b>
Satuloff Brothers, Inc.	294	Voting Common Stock, \$1.00 Par Value
Satuloff Brothers Nevada, Inc.	294	Voting Common Stock, \$1.00 Par Value

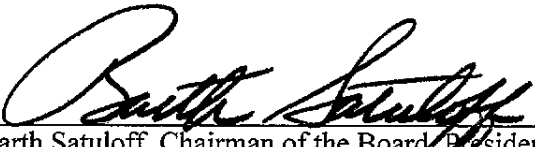


**OFFICER'S CERTIFICATE OF APPROVAL  
OF  
PLAN OF MERGER**

Barth Satuloff certifies that:

1. He is the Chairman of the Board and President of Satuloff Brothers Nevada, Inc., a Nevada corporation.
2. The terms of the plan of merger in the form attached to this certificate were approved by the shareholders of this corporation. The plan of merger in the form attached to this certificate was also approved on behalf of the corporation by its board of directors.
3. The total number of outstanding shares of each class of the corporation entitled to vote on the plan of merger is, and was at the time of that approval, as follows: 294 common shares.
4. Under the corporation's articles of incorporation and applicable law the percentage vote required for each class of shares of the corporation for approval of the plan is a majority of the common share. The plan of merger was approved by the vote of 294 common shares, which is 100 percent of the outstanding shares.

IN WITNESS WHEREOF, the undersigned has executed this certificate on  
DECEMBER 4, 1997.

  
Barth Satuloff, Chairman of the Board, President

STATE OF FLORIDA )

COUNTY OF Dade ) : ss:

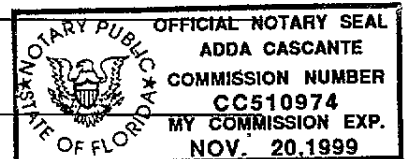
The foregoing instrument was acknowledged before me this 4 day of December, 1997, on behalf of Satuloff Brothers Nevada, Inc., a Nevada corporation, by its duly authorized President, Barth Satuloff, who is personally known to me, ~~or who has produced~~ \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State of Florida

My Name Printed \_\_\_\_\_

My Commission Expires \_\_\_\_\_

My Commission Number \_\_\_\_\_

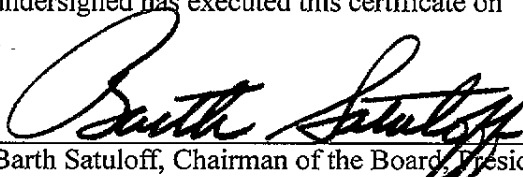


**OFFICER'S CERTIFICATE OF APPROVAL  
OF  
PLAN OF MERGER**

Barth Satuloff certifies that:

1. He is the Chairman of the Board and President of Satuloff Brothers, Inc., a Florida corporation.
2. The terms of the plan of merger in the form attached to this certificate were approved by the shareholders of this corporation. The plan of merger in the form attached to this certificate was also approved on behalf of the corporation by its board of directors.
3. The total number of outstanding shares of each class of the corporation entitled to vote on the plan of merger is, and was at the time of that approval, as follows: 294 common shares.
4. Under the corporation's articles of incorporation and applicable law the percentage vote required for each class of shares of the corporation for approval of the plan is a majority of the common share. The plan of merger was approved by the vote of 294 common shares, which is 100 percent of the outstanding shares.

IN WITNESS WHEREOF, the undersigned has executed this certificate on  
DECEMBER 4, 1997.

  
Barth Satuloff, Chairman of the Board, President

STATE OF FLORIDA )

COUNTY OF Dade ) : ss:

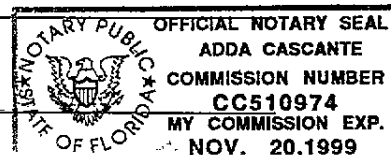
The foregoing instrument was acknowledged before me this 4 day of December, 1997, on behalf of Satuloff Brothers, Inc., a Florida corporation, by its duly authorized President, Barth Satuloff, who is personally known to me, ~~or who has produced~~ \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State of Florida

My Name Printed \_\_\_\_\_

My Commission Expires \_\_\_\_\_

My Commission Number \_\_\_\_\_



**JOINT WRITTEN CONSENT OF  
THE SOLE SHAREHOLDER AND DIRECTOR OF  
SATULOFF BROTHERS, INC.**

The undersigned, sole Shareholder and Director of the subject Corporation, by his signature below pursuant to applicable Florida law, hereby issues this Written Consent in lieu of holding any joint meeting, waives all notice of the date, time, place and purposes of any such meeting, and consents to, approves and adopts the following Corporate acts:

**BE IT RESOLVED**, that the Plan and Agreement of Merger, a copy of which is filed herewith and hereby made a part hereof for all purposes, shall be and hereby is approved and adopted; and be it

**FURTHER RESOLVED**, that the Officers of the Corporation shall be and hereby are authorized and directed to execute and deliver said Plan and Agreement of Merger on behalf of the Corporation, and to take such further steps as may be necessary or appropriate in order to implement said Plan and Agreement of Merger.

IN WITNESS WHEREOF, the undersigned has duly executed this Written Consent this

4th day of DECEMBER, 1997

  
BARTH SATULOFF

All shares of the Merging Corporations are owned by Barth Satuloff.

**D. MERGER.**

Consummation of the Merger is subject to approval of this Plan and Agreement of Merger (the "Plan") by the shareholders of each of the Merging Corporations. Pursuant to the terms and subject to the conditions of this Plan, the Merging Corporations will merge with each other and into the Surviving Corporation. Upon the Merger becoming effective, the corporate existence of each of the Merging Corporations will cease, and the corporate existence of the Surviving Corporation will continue. All real estate and other property of the Merging Corporations shall then vest in the Surviving Corporation without reversion or impairment, and the Surviving Corporation shall also then have all of the liabilities of the Merging Corporations.

**E. TREATMENT OF SHARES.**

(1) **Cancellation of Outstanding Shares.** All of the shares of Satuloff Brothers, Inc. and Satuloff Brothers Nevada, Inc. which are outstanding immediately prior to the Merger will be canceled as of the effective date of the Merger. Certificates for such shares will be surrendered to the Surviving Corporation following the Merger and canceled on the books of the respective corporations.

(2) **Issuance of new Shares.** Upon cancellation of all the outstanding shares of the Merging Corporations, the Surviving Corporation shall issue a new certificate for 294 shares of voting common stock, \$1.00 par value, to Barth Satuloff.

**F. ABANDONMENT.**

Notwithstanding the approval of this Plan by the shareholders of each of the Merging Corporations, at any time prior to the Merger becoming effective, the boards of directors of the Merging Corporations may, in their discretion, abandon the Merger and terminate this Plan.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is signed by each corporation this 4th day of DECEMBER, 1997.

**SATULOFF BROTHERS, INC., a Florida corporation**

By: 

Barth Satuloff, President

Attest: 

Barth Satuloff, Secretary

**SATULOFF BROTHERS NEVADA, INC., a Nevada corporation**

By: 

Barth Satuloff, President

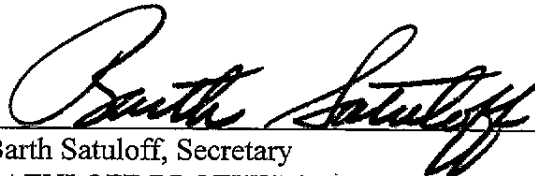
Attest: 

Barth Satuloff, Secretary

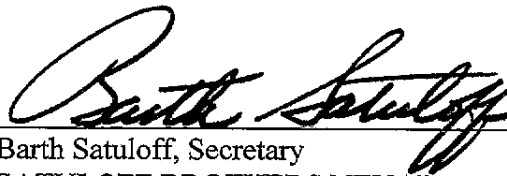
**SECRETARIES' CERTIFICATE**

The undersigned Secretary of each of the Merging Corporations certifies that the holder or holders of all outstanding shares of each such corporation approved, and voted for the adoption of, the above Plan and Agreement of Merger.

DATED this 4TH day of DECEMBER, 1997.

A handwritten signature in cursive script, reading "Barth Satuloff", written over a horizontal line.

Barth Satuloff, Secretary  
SATULOFF BROTHERS, INC., a Florida  
corporation

A handwritten signature in cursive script, reading "Barth Satuloff", written over a horizontal line.

Barth Satuloff, Secretary  
SATULOFF BROTHERS NEVADA, INC., a  
Nevada corporation

**ACTION BY THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF  
SATULOFF BROTHERS NEVADA, INC.  
A Nevada Corporation**

The undersigned, being all of the members of the Board of Directors (the "Board") of Satuloff Brothers Nevada, Inc., a Nevada corporation (the "Corporation"), and waiving any and all requirements of meeting or notice, do hereby adopt the following resolutions of the Board by unanimous written consent:

WHEREAS all of the outstanding common stock of the Corporation is owned by Barth Satuloff;

WHEREAS all of the outstanding common stock of Satuloff Brothers, Inc., a Florida corporation, is also owned by Barth Satuloff;

WHEREAS the Board finds it is in the best interest of the Corporation and its shareholder that the Corporation restructure by merger with Satuloff Brothers Nevada, Inc.;

WHEREAS the Board finds that such merger would be advantageous to the Corporation and its shareholder in that it would simplify accounting, reporting, and filing requirements of the two related corporations which are both engaged in a similar type of property management business; and

WHEREAS as part of such restructuring the Board finds it in the best interest of the Corporation and its shareholder that the Corporation (a) effect a plan of merger (the "Merger") whereby the Corporation and Satuloff Brothers, Inc. merge with each other and into the Corporation as the surviving corporation, and (b) effect the further transactions described herein;

**1. Merger into Satuloff Brothers Nevada, Inc.**

NOW, THEREFORE, BE IT RESOLVED, that the Board does hereby adopt, approve and authorize the Corporation to execute, deliver and perform its obligations under the Plan and Agreement of Merger (the "Plan"), attached hereto and incorporated herein by reference, and any related Articles of Merger, between the Corporation and Satuloff Brothers, Inc.

RESOLVED, that the Plan shall be submitted to the Corporation's shareholder for approval, and that the Board recommends the Plan to the Corporation's shareholder.

**2. Authority to do Business.**

RESOLVED, that Satuloff Brothers Nevada, Inc., as the surviving corporation, shall file applications for authority to do business in all states and other jurisdictions as to which such authority is made necessary by its newly acquired operations or property.

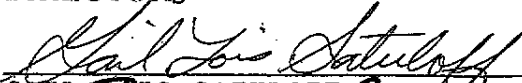

3. **Ratification and Authorization of Actions.**

RESOLVED, that the officers of the Corporation be and hereby are, together or singly, authorized and directed to execute and deliver resolutions on behalf of the Corporation, approving and ratifying the various acts and transactions described in these resolutions, and

RESOLVED, that the officers of the Corporation be and hereby are, together or singly, authorized and directed on behalf of the Corporation to execute and deliver such documents and to take such other and further actions as may be necessary or appropriate to carry out the full intent and purpose of the foregoing resolutions.

Adopted this 4TH day of DECEMBER, 1997.

**DIRECTORS**

  
GAIL LOIS SATULOFF  
  
Barth Satuloff

**SHAREHOLDER APPROVAL**

The undersigned, being the sole shareholder of all the outstanding capital stock of the Corporation, and waiving any and all requirements of meeting or notice or provision of information, does hereby approve and vote for the adoption of the Plan and Agreement of Merger and the foregoing resolutions of the Board.

Adopted this 4TH day of DECEMBER, 1997.

**SHAREHOLDER**

  
Barth Satuloff