

P94000016136

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MERGER OR SHARE EXCHANGE

CTA PROPERTIES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CFT PROPERTIES, INC., a Florida corporation, P94000016436

INTO

CTA PROPERTIES, INC., a Florida entity, P94000016136

File date: June 21, 2000

Corporate Specialist: Darlene Connell

Fax Audit No. H0000003306

**ARTICLES OF MERGER
OF
CFT PROPERTIES, INC.
WITH AND INTO
CTA PROPERTIES, INC.**

FILED
JUN 21 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certifies that:

1. CFT Properties, Inc., a corporation organized and existing under the laws of the State of Florida ("CFT") shall be merged with and into CTA Properties, Inc., a corporation organized and existing under the laws of the State of Florida ("CTA") (such merger, the "Merger"). CTA shall be the corporation which survives the Merger.

2. The Agreement and Plan of Merger dated as of June 19, 2000, pursuant to which the Merger was approved and a certified copy of which is attached hereto, was adopted by CFT and CTA in accordance with Section 607.1101 of the Florida Statutes, and approved by all of the shareholders of each of CFT and CTA by respective unanimous written consents dated as of June 19, 2000.

3. The Articles of Incorporation of CTA as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the corporation surviving the Merger.

4. The Merger shall become effective at 8:30 a.m. on the day that these Articles of Merger have been filed with the Secretary of the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of CFT and CTA by their respective authorized officers as of June 19, 2000.

CFT PROPERTIES, INC., a Florida corporation

By: 

Name: Thomas J. Crocker
Title: President

CTA PROPERTIES, INC., a Florida corporation

By: 

Name: Thomas J. Crocker
Title: President

**AGREEMENT AND PLAN OF MERGER
OF
CFT PROPERTIES, INC.
WITH AND INTO
CTA PROPERTIES, INC.**

This Agreement and Plan of Merger dated as of June 19, 2000, is made by and between CFT Properties, Inc., a corporation organized and existing under the laws of the State of Florida ("CFT") and CTA Properties, Inc., a corporation organized and existing under the laws of Florida (the "CTA").

RECITALS

Pursuant to this Agreement and Plan of Merger, CFT shall be merged with and into CTA (the "Merger") and, incident to the Merger, all the issued and outstanding shares of common stock of CFT shall be converted into shares of common stock of the CTA and all the issued and outstanding shares of CFT shall be canceled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding shares of CFT into shares of CTA, and such other terms and conditions as may be required or desired and permitted. The Board of Directors of CFT and CTA deem the Merger desirable and in the best interests of its respective shareholders and each Director has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its respective shareholders for their approval.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 7 below), in accordance with the provisions of this Agreement and Plan of Merger and the Florida Business Corporation Act, CFT shall be merged with and into CTA, which shall be the corporation which survives in the Merger, and the separate existence of CFT shall cease. CTA, as the corporation which survives in the Merger, shall possess and retain every interest in all assets and properties of every description and wherever located of CFT. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of CFT shall be vested in CTA without further act. All obligations due to CFT shall be vested in CTA without further act. CTA shall be liable for all of the obligations of CFT existing as of the Effective Date.

2. The Articles of Incorporation of CTA as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the corporation which survives the Merger.

3. The Bylaws of CTA as in effect on the Effective Date shall remain in effect and be the Bylaws of the corporation which survives the Merger.

4. The Board of Directors and officers of CTA on the Effective Date shall be the Board of Directors and officers, respectively, of the corporation which survives in the Merger, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of CFT shall be canceled and the shareholder of CFT shall not receive any stock of CTA.

6. Immediately prior to the Merger, all of the outstanding shares of CFT are owned by the same person who owns all of the outstanding shares of CTA. As a result, the issuance of shares in CTA to the sole shareholder of CFT would not have any economic ramification. Therefore, no shares of CTA are being issued to the shareholder of CFT in the Merger.

7. The Merger shall become effective at 8:30 a.m. on the day that the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Date").

[Signatures on next page.]

IN WITNESS WHEREOF, each of CTA and CFT have caused this Agreement and Plan of Merger to be signed in their corporate names by an authorized officer as of the day and year first above written

CFT PROPERTIES, INC., a Florida corporation

By



Name Thomas J. Crocker

Title President

CTA PROPERTIES, INC., a Florida corporation

By



Name Thomas J. Crocker

Title President