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September 6, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S)

317 W. 77 St., Inc. and Clearview Towers, Inc.

Into Clearview Towers, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other 500004573285--1

Retrieval Request

☐ Photocopy

☐ Certified Copy

merger

FILED
SEP - 6 PM 3:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

09/06/01-01090-015
*****70.00 *****70.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION

01 SEP - 6 PM 2:09

RECEIVED

DR
9/6/01

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

317 W. 77 ST., INC., a New York corporation not authorized to transact business
in Florida

,

INTO

CLEARVIEW TOWERS, INC., a Florida entity, P95000051281.

File date: September 6, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

OF

317 W. 77th ST., INC.
(a New York Corporation)

AND

CLEARVIEW TOWERS, INC.
(a Florida Corporation)

INTO

CLEARVIEW TOWERS, INC.
(a Florida Corporation)

FILED
01 SEP -6 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**In Accordance with the Florida Business Corporation Act,
pursuant to Sections 607.1101-607.1104, F.S and 607.1105, F.S.**

I, the undersigned, Samuel Kurz, being the President and Secretary of 317 W. 77th St., Inc., a New York corporation ("317 W. 77th St."), and Gitty Stern, being the President and Secretary of Clearview Towers, Inc., a Florida corporation (the "Corporation"), hereby certify that:

1. The name and jurisdiction of the surviving corporation is Clearview Towers, Inc., a corporation organized under the laws of the State of Florida, (the "Surviving Corporation").

2. The name and jurisdiction of each constituent corporation is as follows:

"317 W. 77th St., Inc.", a New York corporation,

and

"Clearview Towers, Inc.", a Florida corporation.

3. The Plan and Agreement of Merger is annexed hereto as **Exhibit A**.

4. The merger shall be effective upon filing the Articles of Merger in the Office of the Florida Secretary of State.

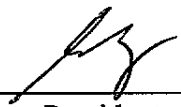
5. The Plan and Agreement of Merger was adopted by the Corporation by a written consent to action of the sole shareholder and sole director on May 21, 2001.

6. The Plan and Agreement of Merger was adopted by 317 W. 77th St. by a written consent to action of the sole director and sole shareholder entitled to vote thereon. on May 21, 2001.

IN WITNESS WHEREOF, the undersigned have executed the Articles of Merger, which may be signed in one or more counterparts, which when taken together shall constitute one and the same consent as of this 21st day of May, 2001.

317 W. 77th ST., INC., a New York corporation

By: _____


Samuel Kurz, President and Secretary

AND

CLEARVIEW TOWERS, INC., a Florida corporation

By: _____

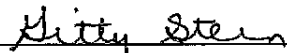

Gitty Stern, President and Secretary

Exhibit A

PLAN AND AGREEMENT OF MERGER

OF

317 W. 77th ST., INC.
(A New York Corporation)

INTO

CLEARVIEW TOWERS, INC.
(A Florida Corporation)

The following Plan and Agreement of Merger is submitted in compliance with Section 607.1101, F.S. of the Florida Business Corporation Act and in accordance with the laws of any other applicable jurisdiction of incorporation.

ARTICLE I
NAMES OF CONSTITUENT CORPORATIONS

1.1 The surviving corporation of the merger is CLEARVIEW TOWERS, INC., a Florida corporation (the "**Surviving Corporation**"), which shall continue to exist as the Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act.

1.2 The name of each constituent corporation to the merger is as follows:

317 W. 77th ST., INC., a New York corporation ("317 W. 77th St.")

and

CLEARVIEW TOWERS, INC., a Florida corporation (the "Corporation")

(the "**Constituent Corporations**")

ARTICLE II
SHARES OF CONSTITUENT CORPORATIONS

2.1 As to each Constituent Corporation, the designation and number of outstanding shares and the voting rights are:

<u>Constituent Corporation</u>	<u>Class</u>	<u>Number</u>
317 W. 77 ST.	Common Stock, no par value	100 shares
Surviving Corporation	Common Stock, no par value	100 shares

2.2 The common stock of each of the constituent corporations is entitled to one vote per share. The number of outstanding shares of each of the constituent corporations entitled to vote shall not change prior to the effective date of the merger.

ARTICLE III
TERMS AND CONDITIONS OF PROPOSED MERGER

The terms and conditions of the merger (the "Merger") are as follows:

3.1 On the Effective Date (hereafter defined) of the Merger each issued and outstanding share of 317 W. 77 ST. common stock shall, by virtue of the Merger and without any action on the part of the respective holders thereof, be canceled and of no further force and effect.

3.2 On the Effective Date of the Merger each issued and outstanding share of the Corporation's common stock shall, by virtue of the Merger and without any action on the part of the holder thereof, remain outstanding.

3.3 On and after the Effective Date of the Merger and pursuant to the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers, and franchises, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, all with the effect and to the extent provided in the Florida Business Corporation Act.

3.4 If at any time after the Effective Date of the Merger the Surviving Corporation shall consider or be advised that any deeds, assignments or assurances in law or any other things are necessary, desirable or proper to vest, perfect or confirm, of record or

otherwise, in the Surviving Corporation, the title to any property or rights of any of the Constituent Corporations acquired or to be acquired by reason of, or as a result of, the Merger, the Constituent Corporations agree that the Surviving Corporation and its proper officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and to do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Plan and Agreement of Merger, and that the proper officers and directors of the Surviving Corporation are fully authorized in the name of each of the Constituent Corporations or otherwise to take any and all such action.

ARTICLE IV CERTIFICATE OF INCORPORATION AND BY-LAWS OF SURVIVING CORPORATION

The Certificate of Incorporation of the Corporation and the By-Laws of the Corporation, as they exist prior to the Effective Date of the Merger, shall be and remain the Certificate of Incorporation and the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

ARTICLE V MISCELLANEOUS PROVISIONS

5.1 Effective Date. This Plan and Agreement of Merger shall be submitted to the shareholders of the Constituent Corporations as provided by law for the adoption thereof, all in accordance with the Florida Business Corporation Act and the Merger shall be effective on the date of the filing of an Articles of Merger substantially in the form of **Exhibit A** hereto by the Department of State of the State of Florida (the "Effective Date").

5.2 Effect of Merger. When the Certificate of Merger shall have been filed by the Department of State, as required by the Florida Business Corporation Act and on the Effective Date the separate existence of each of the Constituent Corporations except the Surviving Corporation, shall cease and said corporations shall be merged in accordance with the provisions of this Plan and Agreement of Merger into the Surviving Corporation, which shall survive such Merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Corporations, shall vest in such Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claims or demand for any cause existing against any of the Constituent Corporations, or any shareholder, officer or director thereof, shall be released or impaired by such Merger. No action or proceeding, civil or criminal, then pending by or against any Constituent Corporation, or any shareholder,

officer or director thereof, shall abate or be discontinued by such Merger, but may be enforced prosecuted, settled or compromised as if such Merger had not occurred, or the Surviving Corporation may be substituted in such action in place of any Constituent Corporation.

5.3 Abandonment of Merger. If, at any time prior to the Effective Date of the Merger, events or circumstances occur, which in the opinion of a majority of the board of directors of any Constituent Corporation, renders it inadvisable to consummate the Merger, this Plan and Agreement of Merger shall not become effective even though previously adopted by the shareholders of the Constituent Corporations as hereinabove provided. The filing of the Certificate of Merger shall conclusively establish that no action to terminate this Plan and Agreement of Merger has been taken by the board of directors of any Constituent Corporation.

5.4 Expenses of Merger. The Surviving Corporation shall pay all the expenses of carrying this Plan and Agreement of Merger into effect and of accomplishing the Merger.

5.5 Counterparts. For the convenience of the parties and to facilitate approval of this Plan and Agreement of Merger, any number of counterparts hereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the undersigned has executed this Plan and Agreement of Merger on this 21 day of May, 2001.

317 W. 77th ST., INC., a New York corporation

By: _____

Name: Samuel Kurz

Title: President and Secretary

CLEARVIEW TOWERS, INC., a Florida corporation

By: _____

Name: Gitty Stern

Title: President and Secretary