

Menger
04/14/14
DC



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 091081 4301057

AUTHORIZATION

COST LIMIT : \$ 70.00

A handwritten signature in black ink, appearing to read "Spuddelean", is written over the "AUTHORIZATION" and "COST LIMIT" fields.

ORDER DATE : April 10, 2014

ORDER TIME : 4:44 PM

ORDER NO. : 091081-010

CUSTOMER NO: 4301057

ARTICLES OF MERGER

OLSHAN HOTEL MANAGEMENT, INC.

INTO

MALL PROPERTIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Emily Gray

EXAMINER'S INITIALS: _____

**Articles of Merger
For
OLSHAN HOTEL MANAGEMENT, INC.
(a Florida corporation)
With and Into
MALL PROPERTIES, INC.
(a New York corporation)**

FILED
14 APR 11 PM 4:56
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida corporation with and into the following New York corporation in accordance with s.607.1107, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Olshan Hotel Management, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mall Properties, Inc.	New York	Corporation

THIRD: The plan of merger is attached.

FOURTH: The attached plan of merger was approved by the shareholders of the surviving corporation on April 10, 2014.

FIFTH: The attached plan of merger was approved by the shareholders of the merging corporation on April 10, 2014.

SIXTH: The principal address in the State of New York of the surviving corporation is: 600 Madison Avenue, 14th Floor, New York, NY 10022.

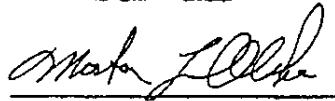
SEVENTH: Signature(s) for Each Party

Name of Entity/Organization

Signature(s)

Type or Printed
Name of Individual:

Olshan Hotel Management, Inc.



Morton L. Olshan

Mall Properties, Inc.



Andrea L. Olshan

~~Corporations:~~

~~Chairman, Vice Chairman, President or Officer
(if no directors selected, signature of incorporator.)~~

~~General Partnerships:~~

~~Signature of a general partner or authorized person~~

~~Florida Limited Partnerships:~~

~~Signature of all general partners~~

~~Non-Florida Limited Partnerships:~~

~~Signature of a general partner~~

~~Limited Liability Companies:~~

~~Signature of a member or authorized representative~~

Fees:

~~\$35.00 Per Party~~

Certified Copy (optional):

~~\$8.75~~

PLAN OF MERGER

PLAN OF MERGER dated as of April 10, 2014 (the "Plan of Merger") regarding OLSHAN HOTEL MANAGEMENT, INC., a Florida corporation (the "Merged Corporation"), and MALL PROPERTIES, INC., a New York corporation (the "Company").

1. The Merger. Subject to the terms and conditions hereof, and pursuant to Section 907 of the New York Business Corporation Law (the "NY Act") and Section 607.1107 of the Florida Business Corporation Act (the "FL Act"), the Merged Corporation shall be merged with and into the Company (the "Merger"). Following the Merger, the Company shall continue as the surviving entity (the "Surviving Corporation") under its present name under the laws of the State of New York, and the separate existence of the Merged Corporation shall cease forthwith upon the Effective Date (as hereinafter defined).

2. The Effective Date. The Merger shall become effective upon (i) the acceptance for filing by the New York Department of State of a Certificate of Merger in accordance with the NY Act and (ii) the acceptance for filing by the Florida Department of State of a Certificate of Merger in accordance with the FL Act. The date the Merger shall become effective is hereinafter referred to as the "Effective Date."

3. Outstanding Shares.

(a) The number of issued and outstanding shares of the Merged Corporation is 100, all of which are of one class and are common shares, par value \$1.00 (the "Merged Corporation Common Stock"), and all of which are entitled to vote. The number of the aforementioned outstanding shares is not subject to change prior to the effective date of the Merger.

(b) The number of issued and outstanding shares of the Surviving Corporation is 23.333, all of which are of one class and are common shares, no par value (the "Surviving Corporation Common Stock"), and all of which are entitled to vote. The number of the aforementioned outstanding shares is not subject to change prior to the effective date of the Merger.

4. Certificate of Incorporation and By-Laws.

(a) The Certificate of Incorporation of the Company as in effect immediately prior to the Effective Time (as hereinafter defined) shall be the Certificate of Incorporation of the Surviving Corporation unless and until thereafter amended as provided by applicable law or such Certificate of Incorporation.

(b) The By-laws of the Company in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation unless and until thereafter amended as provided by applicable law or such By-Laws.

5. Directors and Officers.

(a) The directors of the Company immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, to hold office in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation until such time as each such director's successor is duly executed or appointed and qualified.

(b) The officers of the Company immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, to hold office in accordance with the By-Laws of the Surviving Corporation until such time as each such officer's successor is duly executed or appointed and qualified.

6. Effects of the Merger.

(a) The Merger shall have the effect set forth in the NY Act and the FL Act. Without limiting the generality of the foregoing, as of 12:01 am on the Effective Date (the "Effective Time"), by virtue of the Merger and without any action on the part of the Company, the Merged Corporation or the holders of any equity interests of the Company or the Merged Corporation, the Merger shall have the effect provided in this Section 6.

(b) At the Effective Time, the separate existence of the Merged Corporation shall cease and all the property, real and personal, rights, privileges, immunities, powers, purposes, franchises and every other asset of the Merged Corporation shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed, and all of the interests of the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and all debts, liabilities and duties of the Merged Corporation shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by it.

(c) At the Effective Time, each issued and outstanding share of Merged Corporation Common Stock shall be cancelled and extinguished and all of the issued and outstanding shares of Merged Corporation Common Stock of the Merged Corporation shall automatically be converted into the right to receive \$100.00 in cash, without interest thereon (the "Merger Consideration"), upon the surrender of the certificates representing such shares of Merged Corporation Common Stock in the manner provided in Section 7 hereof (or upon presentation of an affidavit in the manner provided in Section 7 in the case of lost, stolen, or destroyed certificates).

(d) The issued shares of the Surviving Corporation Common Stock shall not be converted in any manner, but each said share which is issued and outstanding immediately prior to the Effective Time shall continue to represent one issued share of the Surviving Corporation Common Stock.

7. The Surviving Corporation shall act as paying agent (the "Paying Agent") for payment of the Merger Consideration and pay the Merger Consideration payable in an amount of any Merged Corporation Common Stock represented by any certificate upon due tender of such certificate. For any Merged Corporation Common Stock certificate that has been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming such certificate to be lost, stolen or destroyed and, if required in the sole discretion of the Surviving Corporation, the posting by such person of a bond in such reasonable amount as the Surviving Corporation may direct as indemnity against any claim that may be made against it with respect to such Certificate, the Paying Agent will issue the Merger Consideration in exchange for such lost, stolen or destroyed certificate.

8. Authorization. This Plan of Merger, upon its approval by the respective boards of directors of the Merged Corporation and the Surviving Corporation, shall be submitted to the stockholders of the Company and the Merged Company for their approval pursuant to Section 903 of the NY Act and Section 607.1103 of the FL Act.

9. Further Assurances. In the event that this Plan of Merger shall have been adopted by the stockholders of the Merged Corporation and the Surviving Corporation in the manner prescribed by the provisions of Section 903 of the NY Act and Section 607.1103 of the FL Act, respectively, the Merged Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and/or the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

10. Actions of Directors and Officers. The board of directors and the proper officers of the Merged Corporation 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, paper, 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 of Merger or of the Merger herein provided for.