



THE UNITED STATES
CORPORATION
COMPANY

P96000064297

ACCOUNT NO. : 072100000032

REFERENCE : 064490 5013689

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

ORDER DATE : December 14, 1998

ORDER TIME : 4:26 PM

ORDER NO. : 064490-035

400002712274--2

CUSTOMER NO: 5013689

CUSTOMER: Ms. Brigitte Hernandez
Wallace Bauman Fodiman And
Ste. 1720
1200 Brickell Avenue
Miami, FL 33134

ARTICLES OF MERGER

T.T. BAY RIDGE/BROOKLYN, INC.

INTO

T.T. GP HOLDINGS, INC.

FILED
98 DEC 15 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
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CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

Joe
12/15

RECEIVED
98 DEC 15 AM 8:18

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

T.T. BAY RIDGE/BROOKLYN, INC., a New York corporation

INTO

T.T. GP HOLDINGS, INC., a Florida corporation, P96000064297.

File date: December 15, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
T. T. BAY RIDGE/BROOKLYN, INC., a New York corporation

into

T. T. GP HOLDINGS, INC., a Florida corporation

THIS ARTICLES OF MERGER between **T. T. BAY RIDGE/BROOKLYN, INC.**, a New York corporation and **T. T. GP HOLDINGS, INC.**, a Florida corporation.

1. Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") and §905 of the New York Business Corporation Law ("New York Law"), **T. T. BAY RIDGE/BROOKLYN, INC.**, a New York corporation and **T. T. GP HOLDINGS, INC.** adopt the following Articles of Merger.

2. The following Plan of Merger was approved by the parties in the manner prescribed by law:

(a) **T. T. BAY RIDGE/BROOKLYN, INC.** shall be merged into **T. T. GP HOLDINGS, INC.**, which shall be the surviving corporation.

(b) On the effective date of the Merger, the separate existence of **T. T. BAY RIDGE/BROOKLYN, INC.** shall cease and its stock shall be canceled. **T. T. GP HOLDINGS, INC.** shall succeed to all the properties, rights and other assets of and **T. T. BAY RIDGE/BROOKLYN, INC.** shall be subject to all the liabilities of without further action by any of the corporations.

(c) all issued and outstanding shares of **T. T. BAY RIDGE/BROOKLYN, INC.** on the Effective Date are held by **T. T. GP HOLDINGS, INC.** and shall, by virtue of the Merger and without any action on the part of **T. T. GP HOLDINGS, INC.** be canceled simultaneously with the effectiveness of the Merger.

(d) The Articles of Incorporation of **T. T. GP HOLDINGS, INC.** shall continue to be the Articles of Incorporation of the surviving corporation following the effective date of the Merger.

(e) The Bylaws of **T. T. GP HOLDINGS, INC.** shall continue to be the Bylaws of the surviving corporation following the effective date of the Merger.

(f) On the Effective Date of the Merger, **T. T. GP HOLDINGS, INC.** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature of each of the merging corporations. All property, real, personal and mixed, all debts due on whatever account, including subscriptions to shares, and all and every other interest of or belonging to or to each of the corporations so merged shall be taken and deemed to be transferred to and vested in **T. T. GP HOLDINGS, INC.** without further act or deed; and the title to any real estate, or any interest therein, vested in any such corporations shall not revert or be in any way impaired by reason of such Merger.

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3. The Plan of Merger was approved and adopted by the sole shareholder of **T. T. BAY RIDGE/BROOKLYN, INC.** as of November 19, 1998.

4. The Plan of Merger was adopted by the Board of Directors of **T. T. GP HOLDINGS, INC.** as of November 19, 1998, since shareholder approval of the Plan of Merger is not required in accordance with §§ 607.1103(7) and 607.1104(1) of the Act.

5. Pursuant to § 607.1105(1)(b) of the Act, the Effective Date of the Merger shall be on date these Articles of Merger are filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 10 day of December, 1998.

T. T. BAY RIDGE/BROOKLYN, INC., a
New York corporation

By: 

Name: Richard Weissman

Title: President

T. T. GP HOLDINGS, INC., a
Florida corporation

By: 

Name: Richard Weissman

Title: President