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FRIEDMAN, ROSENWASSER & GOLDBAUM

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AND COUNSELORS AT LAW

THE PLAZA • SUITE 801

5355 TOWN CENTER ROAD

BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

November 14, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

400002009034--2  
-11/19/96--01181--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Filing of Articles of Incorporation for FNH & CG, INC.  
Our File. 313.1000

To Whom It May Concern:

I enclose an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above-referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, I enclose a check in the amount of \$122.50 representing the filing fees.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Ilene Ratner,  
Legal Assistant

cc: Ronald N. Rosenwasser  
Enclosures

NOV 22 1996

313/1018  
111296.1153/111296.1153

**ARTICLES OF INCORPORATION  
OF  
FNH&CG, INC.**

FILED  
96 NOV 18 10:29  
MIA

**Article I  
Name**

The name of the corporation is FNH&CG, INC.

**Article II  
Duration**

This corporation shall have a perpetual existence.

**Article III  
Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article IV  
Address**

The principal place of business and mailing address of this corporation shall be:

One Park Place, 621 NW 53rd Street, Suite 370, Boca Raton, Florida 33487

**Article V  
Capital Stock**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

**Article VI  
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is One Park Place, 621 NW 53rd Street, Suite 370, Boca Raton, Florida 33487, and the name of the initial registered agent of this corporation at the address is JEFFREY LICHTENSTEIN.

**Article VII  
Initial Board of Directors**

This corporation shall have the following number of directors initially: two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

**Name:**

**Address:**

Jeffrey Lichtenstein

One Park Place, 621 NW 53rd Street, Suite 370,  
Boca Raton, Florida 33487

Paul Lichtenstein

One Park Place, 621 NW 53rd Street, Suite 370,  
Boca Raton, Florida 33487

**Article VIII  
Incorporators**

The name and address of the person signing these Articles are: Jeffrey Lichtenstein, One Park Place, 621 NW 53rd Street, Suite 370, Boca Raton, Florida 33487.

**Article IX  
Powers**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article X  
Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this  
24<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
Jeffrey Lichtenstein, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FNH&CG, Inc.
2. The name and address of the registered agent and office is:

JEFFREY LICHTENSTEIN  
One Park Place  
621 NW 53rd Street, Suite 370,  
Boca Raton, Florida 33487

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF COMPOSITION AS REGISTERED AGENT.

Signature: 

Date: NOV 6, 1996

NOV 18 1996 10:29

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FRIEDMAN, ROSENWASSER & GOLDBAUM

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW  
THE PLAZA • SUITE 801  
5355 TOWN CENTER ROAD  
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

May 20, 1997

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32317

600002188026--9  
-05/22/97--01057--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger of Florida New Homes and Condominium Guide, Inc. into  
FNH&CG, Inc.  
Our File: 313.1000

Dear Sir or Madam:

Enclosed is an original copy of the Articles of Merger for the above-referenced company and a check in the amount of \$70.00 made payable to Secretary of State for the filing fees. We have also enclosed a duplicate copy of the Articles of Merger and a self-addressed stamped envelope for use in returning an acknowledgment of receipt to our office.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,

*Ilene Ratner*  
Ilene Ratner,  
Legal Assistant

Enc.

cc: Paul Lichtenstein (w/o enc.)  
Jeffrey Lichtenstein (w/o enc.)  
Ronald N. Rosenwasser

*merged*  
MAY 22 PM 1:50  
FBI

MAY 29 1997

313U1004  
052097 0949 051297 0911

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

FLORIDA NEW HOMES AND CONDOMINIUMS GUIDE, INC., a Maryland  
corporation, 853914

INTO

FNH&CG, INC. which changed its name to

**FLORIDA NEW HOMES AND CONDOMINIUMS GUIDE, INC.,** a Florida  
corporation, P96000095715.

File date: May 22, 1997

Corporate Specialist: Thelma Lewis

RECORDED  
JULY 22 PM 1:50

**ARTICLES OF MERGER OF  
FLORIDA NEW HOMES AND CONDOMINIUMS GUIDE, INC.  
(a Maryland corporation)  
into  
FNH&CG, INC.  
(a Florida Corporation)**

Pursuant to the provisions of Sections 607.1101, 607.1103, 607.1105, and 607.1107 of the Florida Business Corporations Act, the undersigned Florida and Maryland corporations adopt the following Articles of Merger for the purpose of merging **FLORIDA NEW HOMES AND CONDOMINIUMS GUIDE, INC.** (the "MERGING CORPORATION") into and with **FNH&CG, INC.** (the "SURVIVING CORPORATION" and collectively with the MERGING CORPORATION, the "CONSTITUENT CORPORATIONS"):

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Organization</u>
Florida New Homes and Condominiums Guide, Inc.	Maryland
FNH&CG, Inc.	Florida

2. The name of the surviving corporation is FNH&CG, Inc., and it is to be governed by the laws of the State of Florida.

3. The laws of the State of Maryland, under which the Merging Corporation is organized, permit the merger described herein.

4. The plan of merger (the "Plan") is attached hereto as Exhibit A.

5. The effective date of the merger shall be the date of filing of these Articles of Merger are filed with the Department of Assessments and Taxation of the State of Maryland.

**[BALANCE OF PAGE INTENTIONALLY LEFT BLANK]**

6. The Plan was adopted by the shareholders and directors of the respective  
CONSTITUENT CORPORATIONS as follows:

<u>Corporation</u>	<u>Date Plan Adopted</u>
FNH&CG, Inc.	March 31, 1997
Florida New Homes and Condominiums Guide, Inc.	March 31, 1997.

Dated: March 31, 1997

**MERGING CORPORATION**

FLORIDA NEW HOMES AND  
CONDOMINIUMS GUIDE, INC.

By: *J. Lichtenstein* PRES.  
Jeffrey Lichtenstein, President

ATTEST: *Paul Lichtenstein*  
Secretary  
(Corporate Seal)

**SURVIVING CORPORATION**

FNH&CG, INC.

By: *J. Lichtenstein* PRES.  
Jeffrey Lichtenstein, President

ATTEST: *Paul Lichtenstein*  
Secretary  
(Corporate Seal)

**EXHIBIT A**  
**Plan of Merger**

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

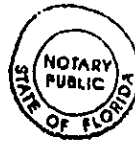
The foregoing instrument was acknowledged before me this 31st day of March, 1997, by JEFFREY LICHTENSTEIN and PAUL LICHTENSTEIN, who certified that they are the duly elected President and Secretary, respectively, of FLORIDA NEW HOMES AND CONDOMINIUMS GUIDE, INC., a corporation organized and existing under the laws of the State of Maryland, who are personally known to me or who have produced \_\_\_\_\_ as identification and who did/did not [CIRCLE AS APPLICABLE] take an oath.

Ilene Frances Ratner

Notary Public, State of Florida

Name: Ilene Frances Ratner

(SEAL)



ILENE FRANCES RATNER  
My Comm Exp. 10-6-97  
Bonded By Service Ins  
No. CC321822  
☒ Personally Known ☐ Other I.D.

My commission expires: 10 6-97

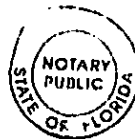
STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 31st day of March, 1997, by JEFFREY LICHTENSTEIN and PAUL LICHTENSTEIN, who certified that they are the duly elected President and Secretary, respectively, of FNH&CG, INC., a corporation organized and existing under the laws of the State of Florida, who are personally known to me or who have produced \_\_\_\_\_ as identification and who did/did not [CIRCLE AS APPLICABLE] take an oath.

Ilene Frances Ratner  
Notary Public, State of Florida

Name: Ilene Frances Ratner  
(SEAL)



ILENE FRANCES RATNER  
My Comm Exp. 10-6-97  
Bonded By Service Ins  
No. CC321822  
☒ Personally Known ☐ Other L.D.

My commission expires: 10-6-97

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER ("AGREEMENT"), dated as of the 31st day of March, 1997, between **FNH&CG, INC.**, a Florida corporation (the "SURVIVING CORPORATION"), and **FLORIDA NEW HOMES AND CONDOMINIUMS GUIDE, INC.**, a Maryland corporation (the "MERGING CORPORATION") (the parties are sometimes hereinafter collectively referred to as the "CONSTITUENT CORPORATIONS").

### **INTRODUCTION:**

I. The authorized capital stock of the SURVIVING CORPORATION consists of ten thousand (10,000) shares of \$.01 par value common stock.

II. The issued and outstanding common stock of the SURVIVING CORPORATION is held as follows:

<b><u>STOCKHOLDER NAME:</u></b>	<b><u>NUMBER OF SHARES OWNED:</u></b>
Jeffrey Lichtenstein	50
Paul Lichtenstein	25
Neil Hoffman	25

III. The authorized capital stock of the MERGING CORPORATION consists of (5,000) shares of \$0.00 par value common stock.

IV. The issued and outstanding capital stock of the MERGING COMPANY is held as follows:

<b><u>STOCKHOLDER NAME:</u></b>	<b><u>NUMBER OF SHARES OWNED:</u></b>
Jeffrey Lichtenstein	50
Paul Lichtenstein	25
Neil Hoffman	25

V. The Board of Directors and stockholders of each of the CONSTITUENT CORPORATIONS have deemed it advisable and to the advantage and welfare of said Corporations and their respective stockholders that :

A. the MERGING CORPORATION change its place of organization from Maryland to Florida, where said corporation's principal corporate offices are located and business is operated; and

B. the foregoing change of place of organization be effectuated by the MERGING CORPORATION merging with and into the SURVIVING CORPORATION as authorized under and pursuant to the provisions of Sections 607.1101 and 607.1107 of the Florida Business Corporation Act, in a transaction intended to qualify as a tax-deferred reorganization under Sections 368(a)(1)(A) (concerning statutory consolidations or mergers) and/or (F) (concerning mere change in identity, form, or place of organization of one corporation) of the Internal Revenue Code of 1986, as amended (the "Code");

and have authorized the execution of this Agreement.

**NOW, THEREFORE**, the parties to this Agreement in consideration of the premises and the mutual covenants, agreements and provisions herein contained, do hereby agree that the MERGING CORPORATION shall be merged with and into the SURVIVING CORPORATION and the SURVIVING CORPORATION shall be the surviving corporation by virtue of such merger under the Florida Business Corporation Act, and do hereby further agree upon and prescribe the terms and conditions of said merger, the mode of carrying the same into effect and the manner of converting the shares of stock of the MERGING CORPORATION into the shares of stock of the SURVIVING CORPORATION as follows:

1. On the Effective Date (as hereinafter defined), the MERGING CORPORATION shall be merged with and into the SURVIVING CORPORATION and the surviving corporation shall be the SURVIVING CORPORATION.

2. Commencing on the Effective Date, the SURVIVING CORPORATION shall continue to conduct the business enterprise of the MERGING CORPORATION with the assets of the MERGING CORPORATION.

3. The manner of converting the outstanding shares of capital stock of the MERGING CORPORATION into shares of the SURVIVING CORPORATION shall be as follows:

a. The holders of the shares of capital stock of the MERGING CORPORATION shall surrender the certificates representing such shares to the Secretary of the SURVIVING CORPORATION within five days after the Effective Date.

b. Each share of capital stock of the MERGING CORPORATION, issued and outstanding on the Effective Date shall, without any action on the part of the stockholders thereof, be deemed canceled as of the Effective Date;

c. No shares of the capital stock of the SURVIVING CORPORATION shall be issued to the stockholders of the MERGING CORPORATION because the stockholders of the MERGING CORPORATION and those of the SURVIVING CORPORATION are identical and their respective proprietary interests in, and percentages of ownership of, the CONSTITUENT CORPORATIONS are identical. Likewise, no shares of the capital stock of the SURVIVING CORPORATION need, therefore, be issued to the stockholders of the MERGING CORPORATION in order to evidence and represent their continuity of proprietary interest in the business of the MERGING CORPORATION, and the assets whereby such business is conducted, for the purposes of qualifying as a reorganization under Section 368 of the Code.

4. The terms and conditions of the merger hereunder are as follows:

a. Each party shall pay its share of the expenses of carrying this Agreement into effect and of accomplishing the merger contemplated herein.

b. On the Effective Date of the merger, the separate existence of the MERGING CORPORATION shall cease and the surviving corporation shall be the SURVIVING CORPORATION in accordance with the provisions of the Florida Business Corporation Act. The SURVIVING CORPORATION shall possess all property, real and personal, and all debts due to the MERGING CORPORATION shall be vested in the SURVIVING CORPORATION, and all property, rights, privileges, powers, franchises and all other interests of the MERGING CORPORATION shall thereafter be the property of the SURVIVING CORPORATION, and all debts, liabilities and duties of the MERGING CORPORATION shall thereafter attach to the SURVIVING CORPORATION and may be enforced against it to the same extent as if such debts, liabilities and duties had been originally incurred or contracted by the SURVIVING CORPORATION.

c. If at any time the SURVIVING CORPORATION shall consider or be advised that further assignments or assurances in the law or any things are necessary or desirable to vest in the SURVIVING CORPORATION, according to the terms hereof, the title to any property, rights, privileges or franchises of the MERGING CORPORATION, the proper officers and directors of both parties hereof shall and will execute and make all the proper assignments and assurances in the law and do all things necessary to vest in the SURVIVING CORPORATION title and possession of all such property, rights, privileges and franchises, and otherwise carry out the purposes of this Agreement.

d. The by-laws of the SURVIVING CORPORATION in effect on the Effective Date shall be and remain the by-laws of the SURVIVING CORPORATION until the same shall be altered, amended or repealed as therein provided.

e. On the Effective Date, the directors and officers of the SURVIVING CORPORATION shall become:

<u>Name:</u>	<u>Title:</u>
Jeffrey Lichtenstein	Director; President.
Paul Lichtenstein	Director; Vice President; Secretary; Treasurer.

until the next annual meetings of stockholders and board of directors and until their successors shall have been elected and qualified.

5. This Agreement will become effective when it has been duly adopted, accepted and authorized by the Boards of Directors and stockholders of each of the CONSTITUENT CORPORATIONS.

6. The Effective Date of the merger shall be the the date that Articles of Merger are filed with the Office of the Secretary of State of Florida and the Department of Assessments and Taxation of the State of Maryland.

7. The articles of incorporation of the SURVIVING CORPORATION in effect on the Effective Date shall continue in full force and effect as the Articles of Incorporation of the SURVIVING CORPORATION, as amended pursuant to Section 8 hereof, and until further amended in accordance with applicable law.

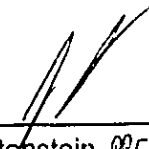
8. Article One of the Articles of Incorporation of the SURVIVING CORPORATION is hereby amended on the Effective Date to change the name of the SURVIVING CORPORATION from "FNH&CG, INC." to "FLORIDA NEW HOMES AND CONDOMINIUMS GUIDE, INC."

9. Notwithstanding anything to the contrary herein, this Agreement, once executed, may be, in the discretion of the respective Boards of Directors of the CONSTITUENT CORPORATIONS, amended (subject to applicable law) or terminated by the joint written consent of the Board of Directors of the CONSTITUENT CORPORATIONS at any date prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement is signed and sealed by the duly-authorized officers of each party hereto as of the day and year first above written.

**SURVIVING CORPORATION**

FNH&CG, Inc.

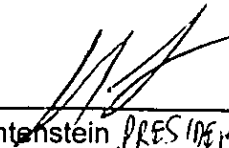
By:   
Jeffrey Lichtenstein, PRESIDENT

Its: President

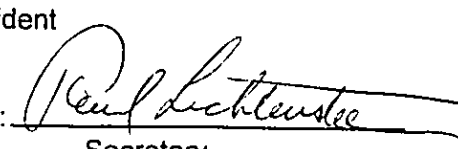
ATTEST:   
Secretary

**MERGING CORPORATION**

FLORIDA NEW HOMES AND  
CONDOMINIUMS GUIDE, INC.

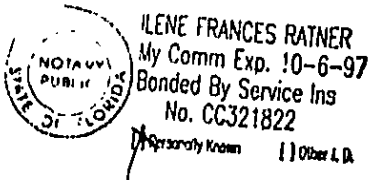
By:   
Jeffrey Lichtenstein, PRESIDENT

Its: President

ATTEST:   
Secretary

STATE OF FLORIDA                    )  
  )ss.  
COUNTY OF PALM BEACH            )

Personally appeared before me on this 31st day of March, 1997, the above-named JEFFREY LICHTENSTEIN (and) PAUL LICHTENSTEIN, know to me as the President (and) Secretary, respectively, of Florida New Homes and Condominiums Guide, Inc., a Florida corporation, who is (or are) personally known to me or who have produced \_\_\_\_\_ as identification and who (did / did not) [circle one] take an oath.



Ilene Frances Ratner  
Notary Public, State of Florida

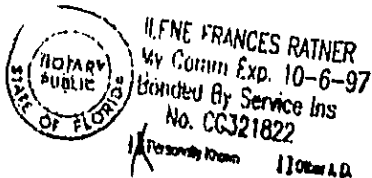
(SEAL)

Name: Ilene Frances Ratner

My commission expires: 10-6-97

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH            )

Personally appeared before me on this 31st day of March, 1997, the above-named JEFFREY LICHTENSTEIN (and) PAUL LICHTENSTEIN, know to me as the President (and) Secretary, respectively, of FNH&CG, Inc., a Florida corporation, who is (or are) personally known to me or who have produced \_\_\_\_\_ as identification and who (did / did not) [circle one] take an oath.



(SEAL)

Ilene Frances Ratner  
Notary Public, State of Florida

Na Ilene Frances Ratner

My commission expires: 10-6-97