

P96000 103 993

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

XFC LIQUIDATING (NEW YORK) CORP., a New York corp., not qualified

INTO

XFC LIQUIDATING (NEW YORK) CORP., a Florida corporation,  
P96000103993

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Karen Gibson

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32309

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

**PICK UP** 12/30/96 11:00 <sup>NT</sup> ☺

FILED  
96 DEC 30 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ **CERTIFIED COPY**

**CUS**

**PHOTO COPY**

☒ **FILING** merger

1.) XFC Liquidating (New York) Corp.  
(CORPORATE NAME & DOCUMENT #)

500002040675--2  
-12/30/96--01015--022  
\*\*\*\*245.00 \*\*\*\*122.50

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**EFFECTIVE DATE**

12/31/96

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

8.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

Merger 12/30

RECEIVED  
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DIVISION OF CORPORATE REGISTRATION

FILE  
SECOND

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**CERTIFICATE AND ARTICLES OF MERGER**  
of  
**XFC LIQUIDATING (NEW YORK) CORP.**  
a New York corporation  
into  
**XFC LIQUIDATING (NEW YORK) CORP.**  
a Florida corporation

FILED  
96 DEC 30 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE  
**EFFECTIVE DATE**  
12/31/96

Pursuant to the provisions of Section 907 of the New York Business Corporation Law and Section 607.1105 of the Florida Business Corporation Act, XFC Liquidating (New York) Corp., a New York corporation ("New York Corporation"), and XFC Liquidating (New York) Corp., a Florida corporation ("Florida Corporation"), hereby adopt the following Certificate and Articles of Merger for the purpose of merging the New York Corporation into the Florida Corporation (the "Merger"):

1. The New York Corporation shall be merged with and into the Florida Corporation, and the Florida Corporation shall be the surviving corporation of the Merger, pursuant to the Agreement and Plan of Merger dated as of December 26, 1996, attached hereto as Exhibit "A" and incorporated herein by this reference (the "Plan of Merger").

2. The name of the surviving corporation shall be XFC Liquidating (New York) Corp., a Florida corporation.

3. The effective time and date of the Merger shall be 1:00 P.M. (Eastern Standard Time) on December 31, 1996.

4. The Plan of Merger was approved, adopted, certified, executed and acknowledged by unanimous joint written consent in lieu of a special meeting by the shareholders and members of the Board of Directors of the New York Corporation on December 26, 1996 in accordance with Section 907 of the New York Business Corporation Law, and by unanimous joint written consent in lieu of a special meeting by the shareholders and members of the Board of Directors of the Florida Corporation on December 26, 1996 in accordance with Section 607.1105 of the Florida Business Corporation Act.

5. The Articles of Incorporation of the Florida Corporation shall be the Articles of incorporation of the surviving corporation.

6. Pursuant to the Agreement of Merger, all of the issued and outstanding shares of capital stock of the New York Corporation shall be converted into a like number of shares of capital stock of the Florida Corporation and all of the issued and outstanding shares of capital stock of the Florida Corporation shall be canceled.

7. The executed Agreement of Merger is on file at the principal place of business of the Florida Corporation, the address of which is 10101 Collins Avenue, #8F, Bal Harbour, Florida 33154.

8. A copy of the Agreement of Merger will be furnished by the Florida Corporation, on request and without cost, to any shareholder of the New York Corporation or the Florida Corporation.

IN WITNESS WHEREOF, these Certificate and Articles of Merger have been executed on behalf of the New York Corporation and Florida Corporation by their authorized officers on December 26, 1996.

XFC Liquidating (New York) Corp.,  
a New York corporation

By:

  
Joseph S. Dresner, President

XFC Liquidating (New York) Corp.,  
a Florida corporation

By:

  
Joseph S. Dresner, President

STATE OF FLORIDA     )  
                                  )SS.  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 26th day of December, 1996, by Joseph S. Dresner, in his capacity as President of XFC Liquidating (New York) Corp., a Florida corporation, and as President of XFC Liquidating (New York) Corp., a New York corporation. He ( ) is personally known to me or ( ) has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
COMMISSION NO. CC418796  
MY COMMISSION EXP. JAN. 3, 1999

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## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement"), dated December 26, 1996, is made by and between XFC LIQUIDATING (NEW YORK) CORP., a New York corporation ("New York"), and XFC LIQUIDATING (NEW YORK) CORP., a Florida corporation ("Florida");

### **W I T N E S S E T H:**

**WHEREAS**, the parties desire that New York be merged with and into Florida, with Florida being the survivor corporation, in accordance with Sections 607.1101 and 607.1107 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the New York Business Corporation Law and the Florida Business Corporation Act, at the Effective Time (as defined below), New York shall be merged with and into Florida (the "Merger"), the separate and corporate existence of New York shall cease, and Florida shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (New York and Florida are collectively referred to as the "Constituent Corporations".)

2. The Merger shall become effective 1:00 p.m. Eastern Standard Time on December 31, 1996 (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporation existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger, and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the capital stock of Florida shall be canceled without payment of any consideration and without any conversion; and

(b) Each issued and outstanding share of capital stock of New York shall be converted into a like share of capital stock of Florida.

5. The Articles of Incorporation of Florida in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

Attested:

By: 

Milton H. Dresner  
Secretary

XFC LIQUIDATING (NEW YORK) CORP.,  
a Florida corporation

By: 

Joseph S. Dresner, President

Attested:

By: 

Milton H. Dresner  
Secretary

XFC LIQUIDATING (NEW YORK) CORP.,  
a New York corporation

By: 

Joseph S. Dresner, President