

**CORPORATE  
ACCESS,  
INC.**

**P96000103993**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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

**WALK IN**

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12/30/96 11:00 <sup>NT</sup>

(i)

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☒ **FILING**

Articles

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78

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FILE

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

**EFFECTIVE DATE**

12-27-96

400002040874-16

-12/30/96--01015--022

12/21/96 12/21/96

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

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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

**SPECIAL INSTRUCTIONS**

FILE

FIRST

[Signature]

"When you need ACCESS to the world"

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12/30/96

**EFFECTIVE DATE**  
12-27-96

**Articles of Incorporation**  
**of**  
**XFC LIQUIDATING (NEW YORK) CORP.**

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is:

**XFC LIQUIDATING (NEW YORK) CORP.**

**ARTICLE II. MAILING ADDRESS OF CORPORATION**

The mailing address of this Corporation is:

c/o KTG&S Registered Agent Corporation  
100 S.E. 2nd Street  
28th Floor  
Miami, Florida 33131

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

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**ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE**

This Corporation shall commence its corporate existence on December 27, 1996. This Corporation shall have perpetual existence.

**ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

KTG&S Registered Agent Corporation  
100 S.E. 2nd Street  
28th Floor  
Miami, Florida 33131

**ARTICLE VI. BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

**ARTICLE VII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

KTG&S Registered Agent Corporation  
100 S.E. 2nd Street  
28th Floor  
Miami, Florida 33131

**ARTICLE VIII. AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every

amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

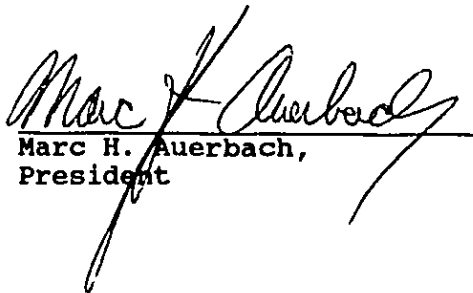
**ARTICLE IX. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of December 27, 1996.

KTG&S Registered Agent Corporation

By:

  
\_\_\_\_\_  
Marc H. Auerbach,  
President

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and  
607.0501 of the Florida Statutes:

Having been appointed registered agent of XFC LIQUIDATING  
(NEW YORK) CORP. in its Articles of Incorporation, at the place  
designated in such Articles of Incorporation, the undersigned  
hereby agrees to act in this capacity and affirms that it is  
familiar with, and accepts, the obligations of such position.

KTG&S Registered Agent Corporation

By:

  
Marc H. Augbach,  
President

Dated: December 27, 1996

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FILED  
96 DEC 30 AM 11:00  
CLERK OF COURT  
JULY 1996

P96000 103993

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 32301

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

NT



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

FILED

☒ **CERTIFIED COPY** \_\_\_\_\_

\_\_\_\_\_ **CUS** \_\_\_\_\_

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☒ **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 #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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

**SPECIAL INSTRUCTIONS** \_\_\_\_\_

Merger  
12/30

**FILE  
SECOND**

**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 11:15  
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

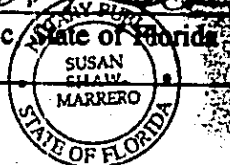
By:

  
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  
Print Name:



OFFICIAL NOTARY SEAL  
COMMISSION NO. CC416796  
MY COMMISSION EXT. 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) 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.

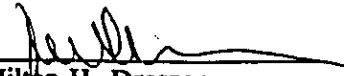
Attested:

By:   
Milton H. Dresner  
Secretary

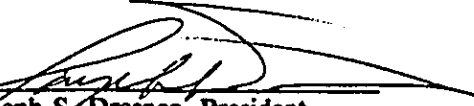
XFC LIQUIDATING (NEW YORK) CORP.,  
a Florida corporation

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