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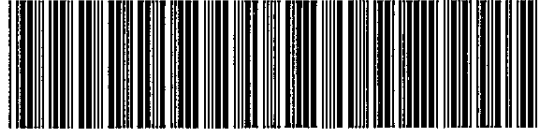
(Business Entity Name)

(Document Number)

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merger

RECEIVED

03 SEP 29 AM 10:48

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

03 SEP 29 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DO R
9/29/03*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 259228 4338458

AUTHORIZATION : *Patricia Kye*

COST LIMIT : \$ 70.00

ORDER DATE : September 26, 2003

ORDER TIME : 8:49 AM

ORDER NO. : 259228-005

CUSTOMER NO: 4338458

CUSTOMER: Ms. Terri Denoncourt
Ocwen Financial Corporation
The Forum
1675 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

ARTICLES OF MERGER

SMALL COMMERCIAL PROPERTIES
CORPORATION III

INTO

SMALL COMMERCIAL PROPERTIES
CORPORATION II

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

Small Commercial Properties Corporation III

AND

Small Commercial Properties Corporation II

FILED
03 SEP 29 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging **Small Commercial Properties Corporation III** into **Small Commercial Properties Corporation II**, as approved by the Board of Directors of the parent corporation on June 29, 2003.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on June 29, 2003.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for shall be upon filing.

Executed on JUNE 29, 2003

Small Commercial Properties Corporation III

By: 

Name: JOHN R. ERBEY

Capacity: SECRETARY

Small Commercial Properties Corporation II

By: 

Name: JOHN R. ERBEY

Capacity: SECRETARY

PLAN OF MERGER

"1. **Small Commercial Properties Corporation II**, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of **Small Commercial Properties Corporation III**, which is also a business corporation of the State of Florida, hereby merges **Small Commercial Properties Corporation III** into **Small Commercial Properties Corporation II** pursuant to the provisions of the Florida Business Corporation Act.

"2. The separate existence of **Small Commercial Properties Corporation III** shall cease at the effective time and date of the merger, and **Small Commercial Properties Corporation II** shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

"3. The issued shares of **Small Commercial Properties Corporation III** shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of **Small Commercial Properties Corporation II** 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, papers, 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.

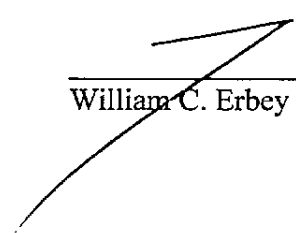
**SMALL COMMERCIAL PROPERTIES CORPORATION II
WRITTEN CONSENT IN LIEU OF
A MEETING OF THE SOLE DIRECTOR**

The undersigned, being the Sole Director of Small Commercial Properties Corporation II, a Florida corporation (the "Company"), acting pursuant to the authority conferred upon him by the Bylaws of the Company and by law, does hereby consent to the adoption of the resolutions below, taking and authorizing the actions specified therein:

WHEREAS, the Sole Director deems it to be in the best interest of the Company to merge with Small Commercial Properties Corporation III, a Florida corporation, with the Company being the surviving entity, pursuant to a certain Plan of Merger, a copy of which is attached hereto (the "Plan of Merger");

RESOLVED, that the Plan of Merger substantially in the form furnished to the Sole Director of the Company, providing for the merger of Small Commercial Properties Corporation III into the Company be and hereby is approved, and that the Plan of Merger shall be submitted for consideration by the shareholder of the Company, together with the recommendation of the Sole Director that the Plan of Merger be so approved;

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent effective as of this 29th day of June 2003, and directs that this Unanimous Written Consent be filed with the minutes of the Company.



William C. Erbey

**SMALL COMMERCIAL PROPERTIES CORPORATION III
WRITTEN CONSENT IN LIEU OF
A MEETING OF THE SOLE DIRECTOR**

The undersigned, being the Sole Director of Small Commercial Properties Corporation III, a Florida Corporation (the "Company"), acting pursuant to the authority conferred upon him by the Bylaws of the Company and by law, do hereby consent to the adoption of the resolutions below, taking and authorizing the actions specified therein:

WHEREAS, the Sole Director deems it to be in the best interest of the Company to merge into Small Commercial Properties Corporation II, a Florida corporation pursuant to a certain Plan of Merger, a copy of which is attached hereto (the "Plan of Merger");

RESOLVED, that the Plan of Merger substantially in the form furnished to the Sole Director of the Company, providing for the merger of the Company into Small Commercial Properties Corporation II be and hereby is approved, and that the Plan of Merger shall be submitted for consideration by the shareholder of the Company, together with the recommendation of the Sole Director that the Plan of Merger be so approved;

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent effective as of the 29th day of June, 2003 and directs that this Unanimous Written Consent be filed with the Minutes of the Company.



William C. Erbey