

P99000042782



ACCOUNT NO. : 072100000032

REFERENCE : 235317 4804484

AUTHORIZATION : *Patricia Pujat*

COST LIMIT : \$ 87.50

ORDER DATE : May 10, 1999

ORDER TIME : 3:53 PM

ORDER NO. : 235317-020

CUSTOMER NO: 4804484

600002872036--9

CUSTOMER: Ms. Jen Dombrowski  
Wolf Block Schorr And  
Packard Bldg.13th Floor  
15th & Chestnut Streets  
Philadelphia, PA 19102

ARTICLES OF MERGER

TRIPLEX ENTERPRISES, INC.

INTO

TRIPLEX REAL ESTATE, INC.

FILED  
99 MAY 11 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

99 MAY 11 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 11, 1999

CSC  
TALLAHASSEE, FL

SUBJECT: TRIPLEX REAL ESTATE, INC.  
Ref. Number: P99000042782

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY 11 PM 5:00

**FILED**

We have received your document for TRIPLEX REAL ESTATE, INC.. However, the document has not been filed and is being returned for the following:

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler  
Document Specialist

Letter Number: 899A00025826

**RESUBMIT**

Please give original  
submission date as file date.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRIPLEX ENTERPRISES, INC., a non qualified New York corporation.

INTO

**TRIPLEX REAL ESTATE, INC.,** a Florida corporation, P99000042782

File date: May 11, 1999

Corporate Specialist: Doug Spitler

Account number: 072100000032

Account charged: 87.50

**ARTICLES OF MERGER  
OF  
TRIPLEX ENTERPRISES, INC.  
AND  
TRIPLEX REAL ESTATE, INC.**

**FILED**  
99 MAY 11 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. The following is the Plan of Merger for merging Triplex Enterprises, Inc. with and into Triplex Real Estate, Inc.

2. The merger of Triplex Enterprises, Inc. with and into Triplex Real Estate, Inc. is permitted by the laws of the jurisdiction of organization of Triplex Enterprises, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Triplex Enterprises, Inc. was MAY 10, 1999.

3. The shareholders of Triplex Real Estate, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on MAY 10, 1999.

4. The effective time and date of the merger herein provided for in the State of Florida shall be \_\_\_\_\_ on \_\_\_\_\_, 1999.

Executed on May 10, 1999.

TRIPLEX ENTERPRISES, INC.

By: \_\_\_\_\_

Name: Carmi Djiji

Capacity: President

TRIPLEX REAL ESTATE, INC.

By: \_\_\_\_\_

Name: Carmi Djiji

Capacity: President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is entered into as of this 10th day of May, 1999, between TRIPLEX ENTERPRISES, INC., a New York corporation (hereinafter referred to as "TE") and TRIPLEX REAL ESTATE, INC., a Florida corporation with its registered office at 1003 Grandisle Way, Palm Beach, Florida 33418 (hereinafter referred to as "TRE"). (The parties hereinafter are collectively referred to as the "Constituent Corporations."

W I T N E S S E T H :

WHEREAS, TE is a corporation duly organized and existing under the laws of the State of New York, having been incorporated on February 8, 1972; and

WHEREAS, TRE is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on May 11, 1999; and

WHEREAS, the Boards of Directors of the Constituent Corporations, by resolutions duly adopted, have each approved this Agreement and Plan of Merger and declare it to be advisable and in the best interest of the Constituent Corporations and their stockholders that TE merge with and into TRE, which latter corporation shall be the surviving corporation (sometimes referred to herein as the "Surviving Corporation") in the manner and upon the terms and conditions hereinafter set forth and pursuant to the applicable provisions of the Florida Corporation Law and New York Corporation Law.

NOW THEREFORE, for the purpose of effecting such merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, the Constituent Corporations, intending to be legally bound, hereby covenant and agree as follows:

1. Merger.

Upon compliance with the applicable provisions of the New York Corporation Law and the Florida Corporation Law, as amended, then, on the Effective Date (as defined in Paragraph 5 below), TE shall be merged with and into TRE, which latter corporation shall be the Surviving Corporation, and the separate existence of TE shall thereupon cease.

2. Articles of Incorporation of the Surviving Corporation.

The Articles of Incorporation of the Surviving Corporation shall be the present Articles of Incorporation of TRIPLEX ENTERPRISES, INC., until hereafter amended as provided by law.

3. By-Laws of the Surviving Corporation.

The By-Laws of the Surviving Corporation shall be the By-Laws of TE, until hereafter amended as provided by law.

4. Directors and Officers of the Surviving Corporation.

The directors and officers of the Surviving Corporation shall be the directors and officers of TE as of the Effective Date. If on the Effective Date a vacancy shall exist in any directorship or office of the Surviving Corporation, such vacancy shall thereafter be filled in the manner provided by law and the By-Laws of the Surviving Corporation.

5. Effective Date.

The Effective Date of the Merger shall be upon the filing of the Certificate of Merger with the State of New York and the Articles of Merger with the State of Florida.

6. State Filings.

The proper officers of the Constituent Corporations shall make and execute, under the corporate seals of the respective corporations, whatever certificates and documents are required by the State of Florida and the State of New York to effect the merger; and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the State of Florida, or within or without the State of New York which may be necessary and proper to effect such merger.

7. Effect of Merger.

On the Effective Date:

(a) The separate existence of TE shall cease and TRE shall continue to exist as the Surviving Corporation.

(b) The Surviving Corporation shall succeed to and possess all the assets, rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of TE, all without further act or deed.

(c) The assets, liabilities, reserves and accounts of TE shall be taken upon the books of the Surviving Corporation in the amounts which they are carried on the books of TE.

(d) All corporate acts, plans, policies, approvals and authorizations of TE, its stockholders, Board of Directors, Committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be considered for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to TE.

(e) Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be

converted into 100 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

8. Termination or Modification of Merger.

(a) This Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the Effective Date notwithstanding approval of this Agreement and Plan of Merger by the stockholders of either or both of the Constituent Corporations. In the event of such termination and abandonment, this Agreement and Plan of Merger shall be void and have no effect, without any liability on the part of either of the Constituent corporations, their stockholders, directors or officers.

(b) Upon the authorization of the Boards of Directors of the Constituent Corporations, at any time prior to the Effective Date, notwithstanding approval of this Agreement and Plan of Merger by the stockholders of either or both of the Constituent Corporations, this Agreement and Plan of Merger may be modified and amended in any manner which may be necessary or appropriate to conform it to the requirements of the laws of the States of New York and Florida.

9. Further Assurances.

If at any time after the Effective Date, the Surviving Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to the Surviving Corporation full title to and possession of all the properties, assets, rights, privileges and franchises of TE, then the persons who were officers and directors of TE as of the Effective Date shall, as such officers and directors, take all such actions and execute and deliver all such instruments as the Surviving Corporation may so determine to be necessary or desirable.

10. Applicable Law; Registered Office.

The Surviving Corporation shall be governed by the laws of the State of Florida and its registered office shall remain the same.

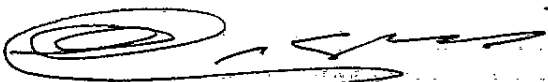
IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Agreement and Plan of Merger as of the date first above written.

(Corporate Seal)



TRIPLEX ENTERPRISES, INC.

By:

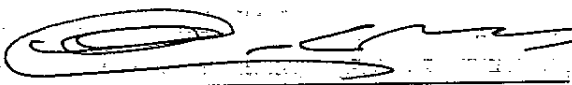
  
Carmi Djiji, President

(Corporate Seal)



TRIPLEX REAL ESTATE, INC.

By:

  
Carmi Djiji, President