

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

PARAMOUNT BUILDING REALTY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	0377
Estimated Charge	\$70.00

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

BOCA GROVE PROPERTIES, INC., a Florida corporation, document number
P93000035369

INTO

PARAMOUNT BUILDING REALTY, INC., a Florida entity, P99000070092.

File date: January 21, 2000

Corporate Specialist: Karen Gibson

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1/14/00 9:43 AMFILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

BOCA GROVE PROPERTIES, INC., and PARAMOUNT BUILDING REALTY, INC.

Pursuant to the Provision of 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into Paramount Building Realty, Inc.:

1. The names of the corporations which are parties to the within merger are Boca Grove Properties, Inc., and Paramount Building Realty, Inc. Paramount Building Realty, Inc. is the surviving corporation.
2. The Agreement of Merger (Exhibit A attached hereto and made a part hereof) was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.
3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total No. of Shares Outstanding	Designation of Class	Number of Shares Entitled to Vote
Boca Grove Properties, Inc.	100	Common	100
Paramount Building Realty, Inc.	100	Common	100

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total No. of Shares Voted in Favor	Total No. of Shares Voted Against
Boca Grove Properties, Inc.	100	0
Paramount Building Realty, Inc.	100	0

5. As to each of the undersigned corporations, the date of adoption of the plan of merger was January 14th, 2000.

6. This merger shall be effective upon the filing of these Articles of Merger.

Dated: January 14th, 2000

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1/14/00 9:43 AM

BOCA GROVE PROPERTIES, INC.

By: [Signature]
Robert Mufson, President

Attest: [Signature]
Leonard E. Greenberg, Secretary

[Corporate Seal]

PARAMOUNT BUILDING REALTY, INC.

By: [Signature]
Robert Mufson, President

Attest: [Signature]
Leonard E. Greenberg, Secretary

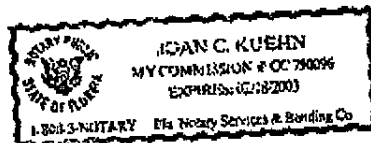
[Corporate Seal]

STATE OF FLORIDA
COUNTY OF PALM BEACH

I **JOAN C. KUEHN**, a Notary Public, do hereby certify that on the 14th day of January, 2000, personally appeared before me **ROBERT MUFSON**, who, being by me first duly sworn, declare that he is the **PRESIDENT** of **BOCA GROVE PROPERTIES, INC.** That he signed the foregoing instrument as President of the corporation, and that the statements therein contained are true.

(SEAL)

[Signature]
Notary Public
My commission expires: _____



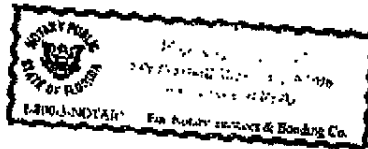
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C:\AF\BOCA GROVE-PARA MERGER\ARTICLES OF MERGER-FINAL
1/14/00 9:43 AMSTATE OF FLORIDA
COUNTY OF PALM BEACH

I JOAN C. KUEHN, a Notary Public, do hereby certify that on the 14th day of January, 2000, personally appeared before me LEONARD E. GREENBERG, who, being by me first duly sworn, declare that he is the SECRETARY of BOCA GROVE PROPERTIES, INC. That he signed the foregoing instrument as Secretary of the corporation, and that the statements therein contained are true.

(SEAL)



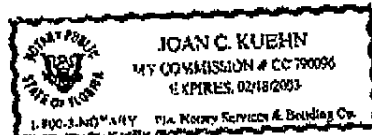
Joan C. Kuehn
Notary Public

My commission expires: _____

STATE OF FLORIDA
COUNTY OF PALM BEACH

I JOAN C. KUEHN, a Notary Public, do hereby certify that on the 14th of January, 2000, personally appeared before me ROBERT MUFSON, who, being by me first duly sworn, declare that (s)he is the PRESIDENT of PARAMOUNT BUILDING REALTY, INC. That (s)he signed the foregoing instrument as President of the corporation, and that the statements therein contained are true.

(SEAL)



Joan C. Kuehn
Notary Public

My commission expires: _____

STATE OF FLORIDA
COUNTY OF PALM BEACH

I JOAN C. KUEHN, a Notary Public, do hereby certify that on the 14th of January, 2000, personally appeared before me LEONARD E. GREENBERG, who, being by me first duly sworn, declare that (s)he is the SECRETARY of PARAMOUNT BUILDING REALTY, INC. That (s)he signed the foregoing instrument as Secretary of the corporation, and that the statements therein contained are true.

(SEAL)



Joan C. Kuehn
Notary Public

My commission expires: _____

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C:\B\BOCA GROVE-PARA MERGER\MERGER AGREEMENT-FINAL
1/14/00 9:42 AMEXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS Agreement of Merger dated the 14th day of January, 2000, between **BOCA GROVE PROPERTIES, INC.**, a Florida corporation, herein after referred to as "Boca", and **PARAMOUNT BUILDING REALTY, INC.**, a Florida corporation, herein after referred to as "Paramount", both corporations being herein after sometimes collectively called the "Constituent Corporations".

WITNESSETH:

WHEREAS, Boca is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on May 13, 1993, and having an authorized Capital Stock consisting of One Hundred (100) shares, all of which are of one class with a par value of One Dollar (\$1.00) a share, of which One Hundred (100) shares are issued and outstanding in the hands of Har-RIS Boca Grove, Ltd., a Florida Limited Partnership;

WHEREAS, Paramount is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on August 6, 1999, and having an authorized Capital Stock consisting of One Hundred (100) shares, all of which are of one class with a par value of One Dollar (\$1.00) a share, of which One Hundred (100) shares are issued and outstanding in the hands of Leonard E. Greenberg and Robert Mufson; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it desirable and in the best business interest of the corporations and their shareholders that Boca be merged into Paramount pursuant to the provisions of Section 607.1103 of the Florida Business Corporation Act (hereinafter referred to as the "Act") in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended; and

WHEREAS, the Boards of Directors of the Constituent Corporations have recommended the plan of merger to their respective shareholders, without condition, and;

WHEREAS, proper notice to the shareholders entitled to vote on the plan of merger was given by each of the Constituent Corporations, as required by Section 607.1103(4) of the Act; and

WHEREAS, as to each of the Constituent Corporations, One Hundred Percent (100%) of the number of shares outstanding and entitled to vote voted in favor of the plan of merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that Boca shall be and they hereby is merged into Paramount, which shall be the surviving corporation and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. Incorporation. The foregoing preambles are hereby made a part hereof.

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C:\AF\BOCA GROVE\PARA MERGER\MERGER AGREEMENT-FINAL
1/14/00 9:42 AM**2. Name of Surviving Corporation.**

The name of the corporation, which is sometimes hereinafter referred to as the "Surviving Corporation" shall, from and after the effective date of the merger, be Paramount Building Realty, Inc.

3. Office of Surviving Corporation.

The principal office of the Surviving Corporation in Florida shall be located in the City of Boca Raton, County of Palm Beach. The address of principal office of the Surviving Corporation is 2499 Glades Road, Suite 110, Boca Raton, Florida 33431.

4. Registered Agent of Surviving Corporation.

The name of the Registered Agent of the Surviving Corporation is, and shall continue to be, Albert N. Proujansky, whose address is 11500 El Clair Ranch Road, Boynton Beach, FL 33437.

5. Purposes of Surviving Corporation.

The Surviving Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

6. Capitalization of Surviving Corporation.

The total number of shares of stock which the Surviving Corporation shall be authorized to issue is TWO HUNDRED (200) shares of the par value of One Dollar (\$1.00). All such shares are designated Common Stock and are of one and the same class, have full voting powers and equal rights of participation and dividends and assets as the Surviving Corporation and shall be nonassessable. Holders of stock of the Surviving Corporation shall have no preemptive right to subscribe for any additional shares of the Common Stock or the securities of the Surviving Corporation convertible into Common Stock or any other securities of the Surviving Corporation.

7. By-Laws of Surviving Corporation.

The By-laws of Paramount, as they shall exist upon the effective date of the merger, shall be and remain and continue to be the by-laws of the Surviving Corporation until they shall be altered, amended, or repealed as therein provided.

8. Directors and Officers.

a. Persons who are directors of Paramount on the effective date of the merger shall be and remain and continue to be directors of the Surviving Corporation; such directors shall hold office until the first annual meeting of the shareholders of the Surviving Corporation after the effective date of the merger and until their respective successors are elected or appointed in the manner provided by the by-laws thereof. If, on the effective date of the merger, a vacancy shall exist in the Board of Directors of the Surviving Corporation for any reason whatsoever, such vacancy may be filled by the Board of Directors of the Surviving Corporation as provided in the by-laws of the Surviving Corporation.

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b. The first annual meeting of the shareholders of the Surviving Corporation after the effective date of the merger shall be the annual meeting provided for by the by-laws thereof for the year 2000.

c. All persons who, upon the effective date of the merger, shall be executive or administrative officers of Paramount, shall be and remain and continue to be the officers of the Surviving Corporation, subject to the provisions of the by-laws of the Surviving Corporation. The Board of Directors or the President of the Surviving Corporation may elect or appoint such additional officers as they may determine, subject to the provisions of the by-laws of the Surviving Corporation.

d. The officers and directors of the Surviving Corporation, who shall serve as hereinabove set forth, and their respective addresses, are as follows:

Officers:

President: Robert Mufson, 2499 Glades Road, Suite 110, Boca Raton, Florida 33431
Sec./Treas.: Leonard E. Greenberg, 11500 El Clair Ranch Road, Boynton Beach, FL 33437

Directors:

Leonard E. Greenberg, 11500 El Clair Ranch Road, Boynton Beach, FL 33437
Robert Mufson, 2499 Glades Road, Suite 110, Boca Raton, Florida 33431
Marjorie M. Peterman, 11500 El Clair Ranch Road, Boynton Beach, FL 33437

e. The first regular meeting of the Board of Directors of the Surviving Corporation after the effective date of the merger shall be held as soon practicable thereafter.

9. Effective Date of Merger.

a. The effective date of this merger shall be the date when Articles of Merger are filed with the Florida Department of State.

10. Terms and Conditions.

On the effective date of the merger, the separate existence of Boca shall cease, and the Surviving Corporation shall succeed to all rights, privileges, communities, and franchises, and all of the property, real, personal, and mixed, of the Constituent Corporations, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligation of the Constituent Corporations and neither the rights of creditors nor any liens on the property of the Constituent Corporations shall be impaired by the merger.

11. Conversion of Shares.

The manner and basis of converting the shares of Boca into shares of the Surviving Corporation shall be as follows:

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Immediately upon the effective date of the merger, each share of stock of Boca outstanding in the hands of the public (being all of the shares of Boca outstanding other than shares held by Boca as Treasury shares), ipso facto, without any action on the part of the holder thereof, shall automatically become and be converted into Common Stock of the Surviving Corporation, at the rate of one share of the Common Stock of the Surviving Corporation for each one share of the Common Stock of Boca; and each outstanding certificate representing shares of Common Stock of Boca shall thereon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of Common Stock of the Surviving Corporation to which such shares of Common Stock of Boca shall have been so converted.

12. Delivery of Deeds and Instruments.

From time to time as when requested by the Surviving Corporation or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in Paragraph 9 hereof and otherwise to carry out the intended purposes of this Agreement of Merger. For the convenience of the parties to facilitate the following and recording of this Agreement of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

13. Prohibited Transactions.

None of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than the ordinary course of business, except that the Constituent Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

14. Approval by Shareholders.

This plan of merger shall be submitted for the approval of the shareholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida for meetings to be held on or before the 14th day of January, 2000, or such other time as to which the Board or Directors of the Constituent Corporations may agree.

15. Abandonment of Merger.

The plan of merger shall be abandoned by action of the Board of Directors of any of the Constituent Corporations at any time prior to the effective date on the happening of either of the following events:

- a. If the merger is not approved by the stockholders of any of the Constituent Corporations on or before the 14th day of January, 2000; or
- b. If, in the judgment of the Board of Directors of the Constituent Corporations, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

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In Witness Whereof, the parties have executed this Agreement on the date first above written.

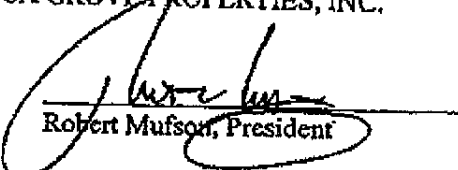
Corporate Seal

Attest:


Leonard E. Greenberg, Secretary

BOCA GROVE PROPERTIES, INC.

By:


Robert Mufson, President

Corporate Seal

Attest:


Leonard E. Greenberg, Secretary

PARAMOUNT BUILDING REALTY, INC.

By:


Robert Mufson, President

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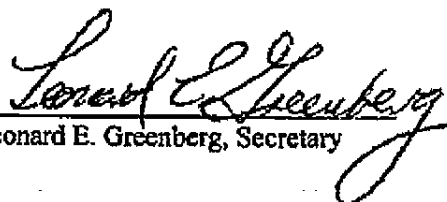
CERTIFICATE OF SECRETARY OF BOCA GROVE PROPERTIES, INC.

I Leonard E. Greenberg, of the City of Boynton Beach, County of Palm Beach, State of Florida, hereby certify that I am Secretary of Boca Grove Properties, Inc., a corporation incorporated under laws of the State of Florida, having its principal office at Boynton Beach, Florida; that at a meeting of the share holders of the Capital Stock of that Corporation separately called for the purpose of adopting the foregoing Agreement of Merger, held at the principal office thereof on the 14th day of January, 2000, at which meeting One Hundred percent (100%) of the voting power of the Corporation was present in person or represented by proxy, the foregoing Agreement of Merger was adopted by the vote of shareholders representing One Hundred percent (100%) of the voting power of the Corporation. I further certify that such meeting was duly and legally called and notified in accordance with the provisions of the laws of the State of Florida, that the action proposed to be taken at such meeting was specified, and that proper notice regarding the rights of dissenting shareholders was given in the notice of the meeting.

Dated: 14th day of January, 2000

Corporate Seal:

By:


Leonard E. Greenberg, SecretarySTATE OF FLORIDA
COUNTY OF PALM BEACH

I JOAN C. KUEHN, a Notary Public, do hereby certify that on the 14th day of January, 2000, before me personally appeared, LEONARD E. GREENBERG, who, being by me first duly sworn, declared that (s)he is the SECRETARY of BOCA GROVE PROPERTIES, INC. That (s)he signed the foregoing instrument as Secretary of the Corporation, and that the statements therein contained are true.

[SEAL]


Notary Public
My Commission Expires _____

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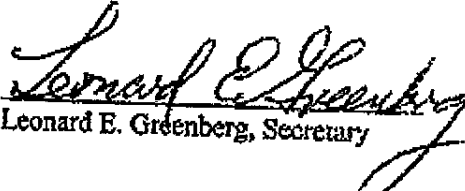
CERTIFICATE OF SECRETARY OF BOCA GROVE PROPERTIES, INC.

I LEONARD E. GREENBERG, of the City of Boynton Beach, County of Palm Beach, State of Florida, hereby certify that I am Secretary of PARAMOUNT BUILDING REALTY, INC., a corporation incorporated under laws of the State of Florida, having its principal office at Boynton Beach, Florida; that at a meeting of the share holders of the Capital Stock of that Corporation separately called for the purpose of adopting the foregoing Agreement of Merger, held at the principal office thereof on the 14th day of January, 2000, at which meeting One Hundred percent (100%) of the voting power of the Corporation was present in person or represented by proxy, the foregoing Agreement of Merger was adopted by the vote of shareholders representing One Hundred percent (100%) of the voting power of the Corporation. I further certify that such meeting was duly and legally called and notified in accordance with the provisions of the laws of the State of Florida, that the action proposed to be taken at such meeting was specified, and that proper notice regarding the rights of dissenting shareholders was given in the notice of the meeting.

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By:


Leonard E. Greenberg, SecretarySTATE OF FLORIDA
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[SEAL]


Notary Public

My Commission Expires _____

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