

510987

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

ZIFF ASSOCIATES NO. III, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ZIFF ASSOCIATES NO. I, INC., a Florida corporation, document number  
S10962

ZIFF ASSOCIATES NO. II, INC., a Florida corporation, document number  
S10978

INTO

**ZIFF ASSOCIATES NO. III, INC., a Florida entity, S10987**

File date: December 5, 2000

Corporate Specialist: Karen Gibson

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## ARTICLES OF MERGER

OF

ZIFF ASSOCIATES NO. I, INC.  
(a Florida Corporation)

AND

ZIFF ASSOCIATES NO. II, INC.  
(A Florida Corporation)

INTO

ZIFF ASSOCIATES NO. III, INC.  
(a Florida corporation)Under Section 607.1101 of the  
Florida Business Corporation ActFILED  
00 DEC - 5 PM 3:17  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned SANFORD L. ZIFF, being the President and Secretary of each of ZIFF ASSOCIATES NO. I, INC., ZIFF ASSOCIATES NO. II, INC., and ZIFF ASSOCIATES NO. III, INC., does hereby certify:

1. ZIFF ASSOCIATES NO. I, INC., a Florida corporation ("ZIFF I"), ZIFF ASSOCIATES NO. II, INC., a Florida corporation ("ZIFF II") and ZIFF ASSOCIATES NO. III, INC., a Florida corporation ("ZIFF III") agree that ZIFF I and ZIFF II shall be merged into ZIFF III.

2. The following plan of merger was adopted by the sole shareholder of each of ZIFF I, ZIFF II and ZIFF III on December 1, 2000:

1. The name of the corporations to be merged are ZIFF ASSOCIATES NO. I, INC. a Florida corporation ("ZIFF I") and ZIFF ASSOCIATES NO. II, INC., a Florida corporation ("ZIFF II"). The name of the surviving corporation is ZIFF ASSOCIATES NO. III, INC., a Florida corporation ("ZIFF III").

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2. The terms and conditions of the proposed merger are as follows:

(a) The manner and basis of converting the shares of ZIFF I and ZIFF II into shares of ZIFF III is as follows: without the surrender of stock certificates or any other action, each common share of ZIFF I and each common share of ZIFF II issued and outstanding immediately prior to the merger becoming effective shall, upon the merger becoming effective, automatically be cancelled.

(b) The directors and officers of ZIFF III on the effective date of the merger shall continue to be the directors and officers of ZIFF III.

(c) The bylaws of ZIFF III on the effective date of the merger shall continue to be the bylaws of ZIFF III.

(d) The effect of the merger shall be as described in Section 607.1106 of the Florida Business Corporation Act.

3. The merger shall be effective upon the filing of these Articles with the Florida Secretary of State.

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IN WITNESS WHEREOF, the undersigned hereby sign these Articles and affirm the statements made herein as true under the penalties of perjury this 10<sup>th</sup> day of December, 2000.

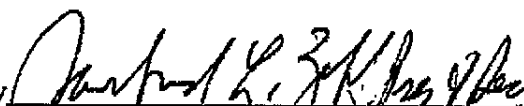
**ZIFF ASSOCIATES NO. I, INC.**

By   
Sanford L. Ziff, President and Secretary

**ZIFF ASSOCIATES NO. II, INC.**

By   
Sanford L. Ziff, President and Secretary

**ZIFF ASSOCIATES NO. III, INC.**

By   
Sanford L. Ziff, President and Secretary

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