



S67407

ACCOUNT NO. : 072100000032

REFERENCE : 528742 4300123

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : December 23, 1999

ORDER TIME : 10:51 AM

ORDER NO. : 528742-010

CUSTOMER NO: 4300123

CUSTOMER: Susan E. Todd, Legal Assistant
Battle Fowler Llp
75 East 55th Street
Park Avenue Tower
New York, NY 10022-3205

600003079986--4

ARTICLES OF MERGER

LEFMARK MANAGEMENT SERVICES,
INC.

FILE 2ND ****

INTO

LEFMARK FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 27 AM 10:05

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: *Erica Carlson*
~~Janna Wilson~~

EFFECTIVE DATE

EXAMINER'S INITIALS:

12-31-99

*Lori Dunlop authorized
to correct date on the
1st page of plan of merger
and take d/b/a*

Merger & name change

LFT

12-29-99

RECEIVED
99 DEC 27 AM 9:21
DIVISION OF STATE
CORPORATIONS
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEFMARK MANAGEMENT SERVICES, INC., a Florida corporation (Document
#P94000037053)

INTO

LEFMARK FLORIDA, INC. which changed its name to

LEFMARK GROUP, INC., a Florida entity, S67407.

File date: December 27, 1999 , effective December 31, 1999

Corporate Specialist: Louise Flemming-Jackson

Account number: 072100000032

Account charged: 70.00

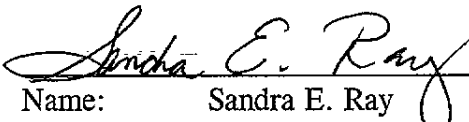
AFFIDAVIT

**AUTHORIZING THE IMMEDIATE USE OF
CORPORATE NAME**

(filed pursuant to Section 607.1405 of the Florida 1989 Business Corporation Act)

The undersigned Sandra E. Ray, being the Vice President and Secretary, of LEFMARK Group, Inc., a Florida corporation, the shareholders of which have elected to dissolve pursuant to an unanimous written consent, dated as of December 15, 1999, and which has filed Articles of Dissolution with the Department of State of the State of Florida concurrent herewith, on behalf of LEFMARK Group, Inc. hereby requests that the Department of State of the State of Florida permit the immediate use of the name LEFMARK Group, Inc. following the dissolution of LEFMARK Group, Inc.

IN WITNESS WHEREOF, the undersigned has executed this affidavit as of December 22, 1999.

By: 
Name: Sandra E. Ray
Title: Vice President and
Secretary

EFFECTIVE DATE

12-31-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 27 AM 10:05

ARTICLES OF MERGER

OF

LEFMARK MANAGEMENT SERVICES, INC.

(a Florida corporation)

INTO

LEFMARK FLORIDA, INC.

(a Florida corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) LEFMARK Management Services, Inc., a Florida corporation (the "Merging Corporation"); and

(ii) LEFMARK Florida, Inc., a Florida corporation (the "Surviving Corporation" and collectively, with the Merging Corporation, the "Constituent Entities").

2. The effective date of the merger is December 31, 1999 (the "Effective Date").

3. An Agreement and Plan of Merger, attached hereto as Exhibit "A", detailing the terms of the merger, has been approved, adopted, certified, executed, and acknowledged by each of the respective Board of Directors and shareholders of the Constituent Entities as follows:

a. The Board of Directors of the Merging Corporation approved the Agreement and Plan of Merger by unanimous written consent, dated December 15, 1999, and all of the shareholders of the Merging Corporation approved the Agreement and Plan of Merger by unanimous written consent, dated December 15, 1999.

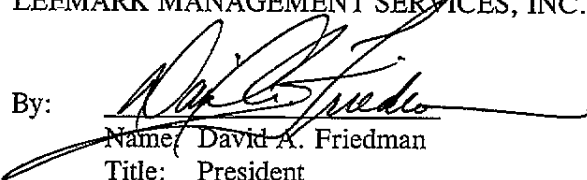
b. The Board of Directors of the Surviving Corporation approved the Agreement and Plan of Merger by unanimous written consent, dated December 15, 1999, and all of the shareholders of the Surviving Corporation approved the Agreement and Plan of Merger by unanimous written consent, dated December 15, 1999.

4. On the Effective Date, the Surviving Corporation and the Merging Corporation shall merge pursuant to the provisions of the Florida 1989 Business Corporation Act in the manner set forth in Exhibit "A" attached hereto.

Executed on this 15th day of December, 1999.

LEFMARK MANAGEMENT SERVICES, INC.

By:


Name: David A. Friedman

Title: President

LEFMARK FLORIDA, INC.

By:


Name: Leonard E. Friedman

Title: President

EXHIBIT A

THE AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER
OF
LEFMARK MANAGEMENT SERVICES, INC.
(a Florida corporation)
INTO
LEFMARK FLORIDA, INC.
(a Florida corporation)

AGREEMENT AND PLAN OF MERGER entered into as of December 15, 1999, by LEFMARK Management Services, Inc. a corporation organized under the laws of the State of Florida (the "Merging Corporation"), and LEFMARK Florida, Inc. a corporation organized under the laws of the State of Florida (the "Surviving Corporation").

WHEREAS, the registered office of the Merging Corporation is located at 2601 South Bayshore Drive, Suite 300-A, Miami, Florida 33133-5417 and the mailing address is located at One Greenway Plaza, Suite 850, Houston, Texas 77046-0196;

WHEREAS, the registered office of the Surviving Corporation is located at 2601 South Bayshore Drive, Suite 300-A, Miami, Florida 33133-5417 and the mailing address is located at One Greenway Plaza, Suite 850, Houston, Texas 77046-0196;

WHEREAS, Section 607.1101 of the Florida 1989 Business Corporation Act (the "Florida Code") permits a merger of a domestic corporation with and into another domestic corporation; and

WHEREAS, the Merging Corporation's Board of Directors and its shareholders, and the Surviving Corporation's Board of Directors and its shareholders deem it advisable and to the advantage, welfare, and best interests of said entities and their respective shareholders to merge the Merging Corporation with and into the Surviving Corporation pursuant to the provisions of the Florida Code (the "Merger"), upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Pursuant to the provisions of the Florida Code, the Merging Corporation shall be merged with and into the Surviving Corporation. The Surviving Corporation shall be the surviving entity upon the Effective Date (as defined in Section 2 below) of the merger and shall continue to exist under the name LEFMARK Group, Inc., pursuant to the provisions of the Florida Code (see Section 4(a) below). The separate existence of the Merging Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the Florida Code.

2. Subject to and in accordance with the terms and conditions of this Agreement, the Articles of Merger of the Merging Corporation with and into the Surviving Corporation (the "Articles of Merger") executed in accordance with the Florida Code shall be delivered to the Department of State of the State of Florida for filing. The effective date of the Merger shall be December 31, 1999 (the "Effective Date").

3. On the Effective Date, the Surviving Corporation shall succeed to and possess all of the rights, privileges and powers of the Merging Corporation, all of the assets and property of whatever kind and character of the Merging Corporation, including but not limited to all right, title and interest in that certain Florida Real Estate Commission Brokers License, subject to the satisfaction of the terms and conditions set forth by the Florida Real Estate Commission on such a transfer, shall vest in the Surviving Corporation without further act or deed, and all employees of the Merging Corporation shall cease being employed by the Merging Corporation and shall become employees of the Surviving Corporation with all rights, titles and privileges accorded them in their former positions with the Merging Corporation, including, but not limited to, all rights and benefits vested or accrued under The LEFMARK Group 401(k) Plan. Thereafter, the Surviving Corporation shall be liable for all of the liabilities and obligations of Merging Corporation, and any claims or judgments against the Merging Corporation may be enforced against the Surviving Corporation, in accordance with Section 607-1106 of the Florida Code.

4. The Articles of Incorporation and Bylaws of the Surviving Corporation now in force and effect (the "Constituent Documents"), shall be the Constituent Documents of the Surviving Corporation and such Constituent Documents shall continue in full force and effect except that:

a. The Articles of Incorporation of the Surviving Corporation are amended to reflect that the name of the Surviving Corporation is hereby changed, effective as of the Effective Date, from LEFMARK Florida, Inc. to LEFMARK Group, Inc.

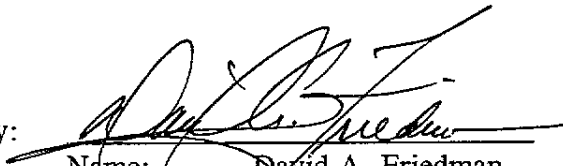
5. On the Effective Date, the shareholders of the Merging Corporation (the "Merging Shareholders") shall surrender their shares of stock in the Merging Corporation and the Board of Directors of the Surviving Corporation shall cause the Surviving Corporation to issue

to the Merging Shareholders stock in the Surviving Corporation as set forth on Schedule A attached hereto.

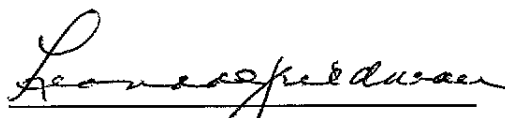
6. The Merging Corporation and the Surviving Corporation agree that they will cause to be executed, filed and recorded any document or documents required by the Florida Code and that they will cause to be performed all necessary acts within the State of Florida to effectuate the Merger herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of each of the parties hereto as of the 15th day of December, 1999.

LEFMARK MANAGEMENT SERVICES, INC.

By: 
Name: David A. Friedman
Title: President

LEFMARK FLORIDA, INC.

By: 
Name: Leonard E. Friedman
Title: President

SCHEDULE A

| <u>INVESTOR</u> | NUMBER OF SHARES ACQUIRED IN CONNECTION WITH <u>MERGER</u> | NUMBER OF SHARES OWNED PRIOR TO <u>MERGER</u> | TOTAL NUMBER OF <u>SHARES OWNED</u> |
|------------------------|---|--|--|
| Leonard E. Friedman | 80 | 8000 | 8080 |
| David A. Friedman | 20 | 2000 | 2020 |

Share Conversions:

Leonard E. Friedman

The 80 outstanding shares of LEFMARK Management Services, Inc, par value \$1 per share, registered in the name of Leonard E. Friedman shall be converted on the Effective Date into an aggregate of 80 shares of common stock of LEFMARK Florida, Inc.

David A. Friedman

The 20 outstanding shares of LEFMARK Management Services, Inc, par value \$1 per share, registered in the name of David A. Friedman shall be converted on the Effective Date into an aggregate of 20 shares of common stock of LEFMARK Florida, Inc.