

S80330

LAW OFFICES
WEINER, CUMMINGS & VITTORIA
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

4TH FLOOR
1428 BRICKELL AVENUE
MIAMI, FLORIDA 33131

WEINER & CUMMINGS, P.A.
PAUL M. CUMMINGS**
LAWRENCE WEINER*

JANE M. WEINER** OF COUNSEL
THEODORE J. VITTORIA, JR., P.C.
THEODORE J. VITTORIA, JR.***
JAMES A. PURDY****

* ADMITTED IN FL AND PA ONLY
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*** ADMITTED IN NY ONLY
**** ADMITTED IN NY AND TN ONLY

TELEPHONE
(305) 371-7800
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NEW YORK OFFICE:
ROCKEFELLER CENTER
630 FIFTH AVENUE
NEW YORK, NY 10111
(212) 489-8104

March 20, 1998

SENT BY U.S. POSTAL SERVICE EXPRESS MAIL TO:

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002465816--7
-03/24/98--01014--001
*****140.00 *****140.00

Re: Merger of Silver and Company, P.A. into Bloom, Gettis, Habib & Terrone, P.A.

Gentlemen:

We have enclosed for filing an original and one copy of the executed Articles of Merger of **Silver and Company, P.A. into Bloom, Gettis, Habib & Terrone, P.A.**, together with our check in the amount of One Hundred Forty Dollars (\$140.00) made payable to the Secretary of State.

Please note that in accordance with the provisions of Section 3.02 of the enclosed Articles of Merger, the corporate name of **BLOOM, GETTIS, HABIB & TERRONE, P.A.** is being changed to read **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.**

Please provide us with two certified copies of the Articles of Merger and forward same to us in the enclosed self-addressed stamped envelope. Of the total amount enclosed, \$35.00 represents the filing fee and \$105 represents the fee for the requested certified copies.

If you need any additional information, please let us know.

Very truly yours,

LAWRENCE WEINER

600002465816--7
-04/06/98--01019--022
*****35.00 *****35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -1 PM 12:13

FILED

LW/dv
enclosures

merger & name
change
4-2-98
\$789,561,225.7, 524,671.8



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1998

Lawrence Weiner, Esquire
% Weiner, Cummings & Vittoria
1428 Brickell Avenue, 4th Floor
Miami, FL 33131

SUBJECT: BLOOM, GETTIS, HABIB & TERRONE, P.A.
Ref. Number: S80330

We have received your document for BLOOM, GETTIS, HABIB & TERRONE, P.A. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

There is a balance of \$35.00 due for the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 798A00016246

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JAMES A. PURDY****

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March 31, 1998

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TELEPHONE

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NEW YORK OFFICE:

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630 FIFTH AVENUE

NEW YORK, NY 10111

(212) 489-8104

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Louise Flemming-Jackson, Corporate Specialist Supervisor

Re: **Bloom, Gettis, Habib & Terrone, P.A.**
Your Reference Number: S80330

Gentlemen:

Per instructions contained in your March 26, 1998 letter, a copy of which is enclosed, we have enclosed for filing an original and one copy of the revised executed Articles of Merger of **Silver and Company, P.A.** into **Bloom, Gettis, Habib & Terrone, P.A.**, together with our additional check in the amount of Thirty-Five Dollars (\$35.00) made payable to the Secretary of State.

Please note that Article I of the Articles of Merger has been revised to reflect the adoption date of the plan of merger.

As previously requested, please provide us with two certified copies of the Articles of Merger.

If you need any additional information, please let us know. Thank you for your assistance in this matter.

Very truly yours,


LAWRENCE WEINER

LW/dv
enclosures
8039mscr.002

ARTICLES OF MERGER
Merger Sheet

MERGING:

SILVER AND COMPANY, P.A., a Florida corporation (Document
#P93000082888)

INTO

BLOOM, GETTIS, HABIB & TERRONE, P.A. which changed its name to
BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A., a Florida corporation,
S80330

File date: April 1, 1998

Corporate Specialist: Louise Flemming-Jackson

FILED

98 APR -1 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
SILVER AND COMPANY, P.A.
INTO BLOOM, GETTIS, HABIB & TERRONE, P.A.**

THE UNDERSIGNED corporations, in accordance with the applicable provisions of the Florida Business Corporation Act, hereby adopt the following Articles of Merger:

ARTICLE I

The parties hereto agree that **SILVER AND COMPANY, P.A.** shall be merged into **BLOOM, GETTIS, HABIB & TERRONE, P.A.** (hereinafter called "Merger"). The Plan of Merger was originally adopted by the Board of Directors and the Shareholders of each constituent corporation on August 1, 1997.

ARTICLE II

The Corporation to survive the Merger is **BLOOM, GETTIS, HABIB & TERRONE, P.A.** The corporate name is hereby changed and amended to read as "**BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.**"

ARTICLE III

The Plan of Merger is as follows:

3.01. The purpose for which **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.** is formed shall be the same as is set forth in the Articles of Incorporation of the **BLOOM, GETTIS, HABIB & TERRONE, P.A.**

3.02. Except for amending the name of **BLOOM, GETTIS, HABIB & TERRONE, P.A.**, the Articles of Incorporation of **BLOOM, GETTIS, HABIB & TERRONE, P.A.**, as in effect as of the Date of Filing these Articles (herein referred to as the "Filing Date") shall continue in full force and effect as the Articles of Incorporation of **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.** and shall not be changed or amended by the Merger.

3.03. **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.** reserves the right and power to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereinafter prescribed by law, and all rights conferred on Officers, Directors or Stockholders herein are subject to this reservation.

3.04. The Bylaws of **BLOOM, GETTIS, HABIB & TERRONE, P.A.**, as such Bylaws exist on the Filing Date, shall remain and be the Bylaws of **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.** until altered, amended or repealed, or in the manner permitted by the applicable provisions of law.

3.05. The Directors and Officers of **BLOOM, GETTIS, HABIB & TERRONE, P.A.** together with Michael A. Silver shall continue to be the Directors and Officers of **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.** until the next annual meeting of the Stockholders of **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.**

3.06. Each Ten (10) shares of issued and outstanding common stock of **SILVER & COMPANY, P.A.** shall be converted into One (1) share of common stock of **BLOOM, GETTIS, HABIB,**

SILVER & TERRONE, P.A., so that the Stockholders of **SILVER AND COMPANY, P.A.** shall be entitled to receive in the aggregate One Hundred (100) fully paid and non-assessable shares of stock of **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.** Upon the surrender of certificates representing shares of **SILVER AND COMPANY, P.A.** stock by holders thereof, certificates of **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.** stock shall be issued to such Stockholders in the applicable number of shares that are to be issued in exchange for the shares of **SILVER AND COMPANY, P.A.** Shares of **BLOOM, GETTIS, HABIB & TERRONE, P.A.** common stock outstanding at the date of this merger shall not be converted or exchanged but shall remain outstanding as shares of common stock of **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.** Each share of stock of **SILVER AND COMPANY, P.A.** shall be canceled upon exchange.

3.07. The separate existence of **SILVER AND COMPANY, P.A.** shall cease (except to the extent continued by law), and all of its property, rights, privileges and franchises, of whatsoever nature, kind, and description, shall vest in **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.**, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.** to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time or from time to time, be made and delivered in the name of **SILVER AND COMPANY, P.A.** by the last acting Officers thereof, or by the corresponding Officer of **BLOOM, GETTIS, HABIB, SILVER & TERRONE, P.A.**

3.08. These Articles of Merger shall be effective immediately upon their filing with the Florida Department of State.

ARTICLE IV

These Articles of Merger and a Plan of Merger were duly adopted and approved by the Board of Directors, and by all members of each class of Stockholders, of **SILVER AND COMPANY, P.A.** and **BLOOM, GETTIS, HABIB & TERRONE, P.A.**, respectively, and in each case such adoption and approval was by unanimous consent and action of all such Directors and Stockholders, in the manner and by the vote required by the laws of the State of Florida.

17TH IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of the ___ day of March, 1998.

SILVER AND COMPANY, P.A., a Florida professional service corporation

By: 
MICHAEL A. SILVER, President

(CORPORATE SEAL)

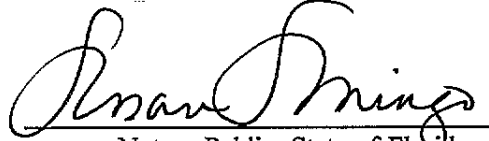
BLOOM, GETTIS, HABIB & TERRONE, P.A., a Florida professional service corporation

By: 
BURT R. BLOOM, President

(CORPORATE SEAL)

STATE OF FLORIDA)
)
COUNTY OF DADE)

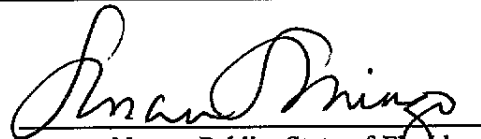
The foregoing Articles of Merger were acknowledged before me this 16 day of March 1998
by **MICHAEL A. SILVER**, as ~~President of Silver & Associates~~, a Florida professional service corporation,
on behalf of the corporation, who is personally known to me or has produced (type of identification)
_____ as identification.


Notary Public, State of Florida
OFFICIAL NOTARY SEAL
SUSAN S MINGO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC476622
MY COMMISSION EXP. JULY 20, 1999

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing Articles of Merger were acknowledged before me this 16 day of March 1998
by **BURT R. BLOOM**, as President, of Bloom, Gettis, Habib & Terrone, P.A., a Florida professional service
corporation, on behalf of the corporation, both of whom are personally known to me or have produced (type of
identification) who is

respectively, as identification.


Notary Public, State of Florida
OFFICIAL NOTARY SEAL
SUSAN S MINGO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC476622
MY COMMISSION EXP. JULY 20, 1999