

Foley & Lardner

Requestor's Name

Address

City/State/Zip

Phone #

222-6100

V05156

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122.50 *122.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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☒ Walk in ☒ Pick up time 3:00 ☒ Certified Copy
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS MAR 13 1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

GMH REAL ESTATE, INC., A NON QUALIFIED PENNSYLVANIA CORPORATION.

INTO

GMH REALTY OF FLORIDA, INC., a Florida corporation, V05156

File date: March 13, 1997

Corporate Specialist: Nancy Hendricks

STATE OF FLORIDA
ARTICLES OF MERGER
OF
GMH REAL ESTATE, INC.
a Pennsylvania corporation,
INTO
GMH REALTY OF FLORIDA, INC.
a Florida corporation

FILED
97 MAR 13 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO Section 607.1105 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger:

1. The Plan of Merger is attached as Exhibit A hereto.
2. The effective date of the merger shall be the date these Articles of Merger are filed.
3. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of GMH REAL ESTATE, INC., a Pennsylvania corporation (the "Merging Corporation"), on December 31, 1996. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of GMH REALTY OF FLORIDA, INC., a Florida corporation (the "Surviving Corporation"), on December 31, 1996.

Signed this 18th day of February, 1997.

GMH REAL ESTATE, INC.,
a Pennsylvania corporation

By: Gary M. Holloway
Gary M. Holloway
President

GMH REALTY OF FLORIDA, INC.,
a Florida corporation

By: Gary M. Holloway
Gary M. Holloway
President

EXHIBIT "A"

PLAN OF MERGER
(GMH REAL ESTATE, INC. into GMH REALTY OF FLORIDA, INC.)

This Plan of Merger is made and entered into as of the 1st day of January, 1997, by and between GMH REAL ESTATE, INC., a Pennsylvania corporation (hereinafter referred to as the "Pennsylvania Corporation"), and GMH REALTY OF FLORIDA, INC., a Florida corporation (hereinafter referred to as the "Florida Corporation").

W I T N E S S E T H:

WHEREAS, the Boards of Directors of the Pennsylvania Corporation and the Florida Corporation have each adopted and recommended to the sole shareholder of their respective corporations this Plan of Merger whereby the Pennsylvania Corporation will be merged with and into the Florida Corporation, with the Florida Corporation becoming the surviving corporation (the "Merger"); and

WHEREAS, the sole shareholder of the Pennsylvania Corporation is also the sole shareholder of the Florida Corporation and has approved this Plan of Merger in his capacity as sole shareholder of each of the Pennsylvania Corporation and the Florida Corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, hereby agree as follows:

1. Merger. Upon the execution of this Plan of Merger and the filing of Articles of Merger as set forth in Section 3 hereof, the Pennsylvania Corporation shall be merged with and into the Florida Corporation, the separate existence of the Pennsylvania Corporation shall cease and the Florida Corporation shall continue as the surviving corporation.

2. Name of Surviving Corporation. The name of the surviving corporation shall be GMH REALTY OF FLORIDA, Inc.

3. Articles of Merger. Upon execution of this Plan of Merger, the parties hereto shall cause the Merger to be consummated by delivering to the Department of State of the State of Florida, together with the appropriate fee, Articles of Merger prepared in accordance with the requirements of Section 607.1105, Florida Statutes, and by delivering to the Department of State of the Commonwealth of Pennsylvania, together with the appropriate fee, Articles of Merger prepared in accordance with 15 Pa.C.S.A. § 1926. The Merger shall become effective, without further act, upon the

filing of the Articles of Merger with the Florida Department of State or upon the filing of the Articles of Merger with the Pennsylvania Department of State, whichever shall occur first.

4. Articles of Incorporation, Bylaws, Directors and Officers of Surviving Corporation. The Articles of Incorporation and the Bylaws of the Florida Corporation in effect immediately prior to the Merger shall be the Articles of Incorporation and the Bylaws of the surviving corporation until thereafter amended in accordance with applicable law and the provisions of such documents. The directors and officers of the Florida Corporation immediately prior to the Merger shall be the directors and officers of the surviving corporation until their respective successors are duly elected and qualified.

5. Conversion of Shares. On the effective date of the Merger, the sole shareholder of the Pennsylvania Corporation and the Florida Corporation shall surrender all shares held by him in the Pennsylvania Corporation and the Florida Corporation in exchange for One hundred (100) shares of common stock of the surviving corporation, such number of shares being equivalent to the number of shares of the Pennsylvania Corporation held by such shareholder immediately prior to the Merger.

IN WITNESS WHEREOF, this Plan of Merger is executed as of the day and year first written above.

GMH REAL ESTATE, INC., a Pennsylvania corporation

By: Gary M. Holloway
Gary M. Holloway
President

Attest: Catherine M. Coyle
Catherine Coyle
Secretary

GMH REALTY OF FLORIDA, INC., a Florida corporation

By: Gary M. Holloway
Gary M. Holloway
President

Attest: Catherine M. Coyle
Catherine Coyle
Secretary