

P03000065971

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

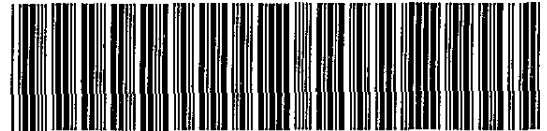
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700024243427

11/03/03--01027--020 **78.75

*Effective
12-31-2003*

03 NOV -3 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*11/7
All - mcr/ae*

Wills, Trusts &
Estate Planning
Estate Administration
Corporation &
Business Law

Law Offices
ANDREW J. BRITTON, P.A.
151 Center Road
Venice, FL 34285

Telephone
(941) 408-8008
Telecopier
(941) 408-0722

October 29, 2003

Corporate Records
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314
Attention: Amendment Section

Re: Commack Realty, Inc.

Dear Ladies or Gentlemen:

Enclosed please find the following documents relating to the above-referenced corporation:

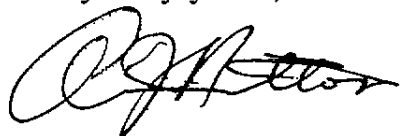
Original and one copy of the Articles of Merger, to which is attached a copy of the Agreement and Plan of Merger. Please note the Effective Date is December 31, 2003.

Also enclosed is a check in the amount of \$78.75 to cover the following:

\$70.00	Filing fee
8.75	Certificate under seal

Please return the certificate under seal and a copy of the Articles of Merger to me at the above address. Thank you.

Very truly yours,



Andrew J. Britton

AJB/bk
Enclosures
cc: Carll Burr

ARTICLES OF MERGER
Of
Commack Realty, Inc.
(A New York Corporation)
And
Commack Realty, Inc.
(A Florida Corporation)

FILED
03 NOV -3 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective 12-31-2003

Pursuant to the provisions of Chapter 607, Florida Statutes, these Articles of Merger provide that:

1. Commack Realty, Inc., a New York corporation, the parent corporation (NY) shall be merged with and into Commack Realty, Inc., a Florida corporation, its wholly-owned subsidiary, (FL) which shall be the surviving corporation.

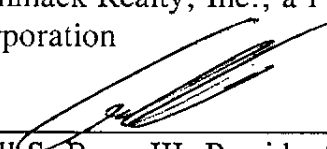
2. The merger shall become effective on December 31, 2003 (the "Effective Time").

3. The Agreement and Plan of Merger dated October 28, 2003, pursuant to which Commack Realty, Inc. (NY) shall be merged with and into Commack Realty, Inc. (FL) (the "Merger"), was adopted by the directors and approved by the shareholders of Commack Realty, Inc. (NY) by written consent dated October 28, 2003, and adopted by the directors and approved by the shareholders of Commack Realty, Inc. (FL), by written consent dated October 28, 2003. A copy of the Agreement and Plan of Merger is attached hereto and incorporated herein.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of October 28, 2003.

Commack Realty, Inc., a Florida corporation

By:



Carl S. Burr, III, President

Commack Realty, Inc., a New York corporation

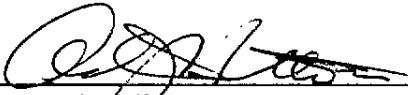
By:




Carl S. Burr, III, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28 day of October 2003, by Carll S. Burr, III, the President of Commack Realty, Inc., (FL) , who is personally known to me or who has produced N/A as identification.



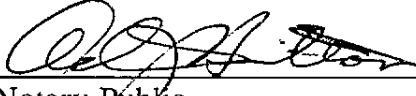
Notary Public

 Andrew J. Britton
MY COMMISSION # CC911567 EXPIRES
Name Printed: _____ March 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28 day of October, 2003, by Carll S. Burr, III, the President of Commack Realty, Inc., (NY) , who is personally known to me or who has produced N/A as identification.



Notary Public

 Andrew J. Britton
MY COMMISSION # CC911567 EXPIRES
Name Printed: _____ March 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

AGREEMENT AND PLAN OF MERGER
BETWEEN
Commack Realty, Inc.
(A New York Corporation)
AND
Commack Realty, Inc.
(A Florida Corporation)

Agreement and Plan of Merger dated October 28, 2003, between Commack Realty, Inc., a New York corporation, and Commack Realty, Inc., a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the New York Business Corporation Law and the Florida Business Corporation Act, at the Effective Time, Commack Realty, Inc., the parent corporation, (NY) shall be merged with and into Commack Realty, Inc., its wholly-owned subsidiary (FL) (the "Merger"), the separate corporate existence of Commack Realty, Inc. (NY) shall cease, and Commack Realty, Inc. (FL) shall continue under its present name (the "Surviving Corporation"). Commack Realty, Inc. (NY) and Commack Realty, Inc. (FL) are collectively referred to as the "Constituent Corporations.").

2. The Merger shall become effective on December 31, 2003, on condition that both a Certificate of Merger will have been filed by the Secretary of State of New York and the Articles of Merger will have been filed by the Secretary of State of Florida by that date (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

Each issued and outstanding share of the capital stock of Commack Realty, Inc., a New York corporation, shall be exchanged pro rata for a share of capital stock of Commack Realty, Inc., a Florida corporation, and the shares Commack Realty, Inc. a Florida corporation shall be issued to the holders of the shares of stock of Commack Realty, Inc. a New York corporation, upon surrender of their shares of stock of Commack Realty, Inc., a New York corporation, which then shall be canceled without payment of any other consideration.

5. The Articles of Incorporation of Commack Realty, Inc., (FL) in effect immediately prior to the Effective Time shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

6. Shareholders of the Surviving Corporation who dissent from the merger may be entitled to be paid the fair value of their shares, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders.

Commack Realty, Inc., a Florida corporation

By: [Signature]
Carll S. Burr, III, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28 day of October, 2003, by Carll S. Burr, III, President of Commack Realty, Inc., (FL) who is personally known to me or who has produced N/A as identification.


[Signature]
Notary Public

Andrew J. Britton
MY COMMISSION # CC911567 EXPIRES
March 19, 2004
Name Printed Andrew J. Britton BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

Commack Realty, Inc., a New York corporation


By:




Carl S. Burr, III, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28 day of October 2003, by Carl S. Burr, III, President of Commack Realty, Inc., (NY), who is personally known to me or who has produced N/A as identification.



Notary Public

 Andrew J. Britton
MY COMMISSION # CC911567 EXPIRES
March 19, 2004
Name Printed _____
BONDED THRU TROY FAIR INSURANCE, INC.