

J03660

**Sutkowski
& Washkuhn Ltd.**

Donna M. Jaegle, Legal Assistant

December 6, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300003065963--2
-12/09/99--01090--022
*****50.00 *****50.00

Gentlemen:

I am enclosing duplicate original versions of the Articles of Merger, along with the Plan of Merger, with respect to Big M Amusements, Inc., Florida Document/Registration Number J03660, together with a check in the amount of \$50.00 for your filing fee. Please file the enclosed Articles and return evidence of such filing to our office via the enclosed, self-addressed, stamped envelope.

Thank you for your assistance.

SUTKOWSKI & WASHKUHN LTD.

BY: *Donna Jaegle*

FILED
00 JAN 24 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G:\21\12219.000\FL SOS articles of merger ltr.wpd

Enclosures:

- Articles of Merger (duplicate original)
- \$50.00 Check
- Return Envelope

cc: Timothy F. Merriman, President
Big M Amusements, Inc.
Post Office Box 169
New Holland, Illinois 62671
(without Enclosures)

300003065963--2
-01/25/00--01001--010
*****20.00 *****20.00

Menger

V. SHEPARD JAN 25 2000

JB

ARTICLES OF MERGER
Merger Sheet

MERGING:

BIG M AMUSEMENTS, INC., a Florida corporation, J03660

INTO

BIG M.AMUSEMENTS, INC., an Illinois corporation not qualified in Florida.

File date: January 24, 2000

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 17, 1999

DONNA M. JAEGLER
124 SW ADAMS ST., STE. 560
PEORIA, IL 61602

SUBJECT: BIG M AMUSEMENTS, INC.
Ref. Number: J03660

We have received your document for BIG M AMUSEMENTS, INC. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 699A00059362

RECEIVED
00 JAN 14 AM 8:43
DIVISION OF CORPORATIONS

**Sutkowski
& Washkuhn Ltd.**

Donna M. Jaegle, Legal Assistant

January 10, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

Pursuant to your correspondence dated December 17, 1999, a copy of which is enclosed, I have enclosed an original Articles of Merger, along with the Plan of Merger, with respect to Big M Amusements, Inc., Florida Document/Registration Number J03660. I previously forwarded to you on or about December 6, 1999, a check to cover the filing fees. Therefore, please file the enclosed Articles and return evidence of such filing to our office via the enclosed, self-addressed, stamped envelope.

Thank you for your assistance.

SUTKOWSKI & WASHKUHN LTD.

By: 

G:\21\12219.000\FL SOS articles of merger ltr-1.wpd

Enclosures:

Articles of Merger (original)
Return Envelope

cc: Timothy F. Merriman, President
Big M Amusements, Inc.
Post Office Box 169
New Holland, Illinois 62671
(without Enclosures)

**Sutkowski
& Washkuhn Ltd.**

Donna M. Jaegle, Legal Assistant

January 19, 2000

Personal and Confidential

Florida Department of State
Division of Corporations
Attn: Valma Sheppard
Post Office Box 6327
Tallahassee, Florida 32314

Dear Ms. Sheppard:

Pursuant to your request, I have enclosed a check in the amount of \$20.00 made payable to the Florida Department of State to cover the balance of the filing fees relating to the merger of Big M Amusements, Inc., a Florida corporation, into Big M Amusements, Inc., an Illinois corporation. Please file the merger documents as soon as possible and forward evidence of such filing to me.

Thank you for your assistance.

SUTKOWSKI & WASHKUHN LTD.

By: *Donna Jaegle*

G:\21\12219.000\FL SOS articles of merger ltr-2.wpd

Enclosure:

\$20.00 Check

Rec'd 1/24

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Big M. Amusements, Inc.</u>	<u>Illinois</u>

FILED
00 JAN 24 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Big M Amusements, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 5, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 5, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Big M Amusements, Inc.</u>	<u>Illinois</u>

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Big M Amusements, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

See attached.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached.

(Attach additional sheets if necessary)

**Plan of Merger Between
Big M Amusements, Inc., a Florida corporation
and Big M Amusements, Inc., an Illinois corporation**

Article One

Big M Amusements, Inc. ("Big M"), a Florida corporation, and Big M Amusements, Inc. ("Big M Amusements"), an Illinois corporation, shall merge effective upon the filing of Articles of Merger with the Secretary of State of Illinois. Big M Amusements shall be the surviving corporation.

Article Two

Big M Amusements shall succeed to all the rights, privileges and immunities of Big M to the extent provided by law and shall assume and be liable for all the duties, obligations and liabilities of Big M.

Article Three

The shares of Big M shall not be converted to shares of Big M Amusements, but shall be cancelled as of the date of merger. Each of the constituent corporations are wholly owned by the same sole shareholder.