

FD2000014737



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12/27/06--01032--023 **70.00

(Registrant'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:

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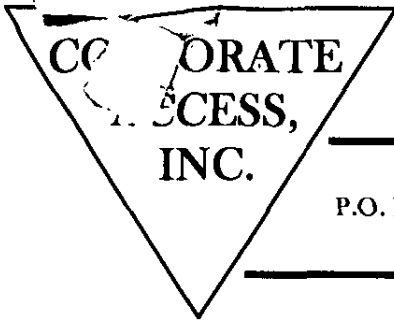
EFFECTIVE DATE
12-31-06

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Merger

C. Coulllette DEC 29 2006



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WALK IN

PICK UP: 12-27-06

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1. American Growler & Florida, inc into American Growler, inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____



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06 DEC 29 AM 11:55

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 27, 2006

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: AMERICAN GROWLER, INC.

Ref. Number: P02000014737

We have received your document for AMERICAN GROWLER, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2006 annual report. The entity must be reinstated before this document can be filed.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 206A00072707

Corrected

File 2nd

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
American Growler, Inc.	North Carolina	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
American Growler, Inc.	Florida	

EFFECTIVE DATE
12-31-06

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 TALLAHASSEE, FLORIDA

FILED

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 12 / 31 / 06 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 12/19/06.

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 12/19/06.

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
OF
AMERICAN GROWLER, INC.,
A Florida Corporation
INTO
AMERICAN GROWLER, INC.
A North Carolina Corporation**

Pursuant to the applicable provisions of the corporation laws of the State of North Carolina and the State of Florida, American Growler, Inc., a North Carolina corporation (hereinafter called the "Surviving Corporation") and American Growler, Inc., a Florida corporation (hereinafter called the "Merging Corporation"), do hereby create and adopt the following Plan of Merger for the purpose of merging the Merging Corporation into the Surviving Corporation:

(1) Past Activity. The Merging Corporation was formed on February 27, 2002. The shareholders of the Merging Corporation formed the Surviving Corporation on July 14, 2006, and now desire to merge the Merging Corporation into the Surviving Corporation. The shareholders of the Merging Corporation and the Surviving Corporation are identical, and own the shares of the Merging Corporation and the Surviving Corporation in the same ratios.

(2) Merger. Pursuant to the terms and conditions of this Plan, the Merging Corporation shall be merged into the Surviving Corporation. Upon the merger of the Merging Corporation into the Surviving Corporation, the corporate existence of the Merging Corporation shall cease and the corporate existence of the Surviving Corporation shall continue. The merger under this Plan shall be effective on December 31, 2006 (the "Effective Date").

(3) Conversion and Exchange of Shares. On the Effective Date, the presently outstanding shares of the Merging Corporation, all of which are currently owned by the existing shareholders of the Surviving Corporation in the same ratios, will be cancelled. No new shares of the Surviving Corporation stock will be issued as a result of this merger.

(4) Bylaws. The bylaws of the Surviving Corporation, as of the Effective Date, shall continue to be the bylaws of the Surviving Corporation until they are altered or amended in accordance with the provisions thereof.

(5) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as filed in the office of the North Carolina Secretary of State, shall continue to constitute the Articles of Incorporation of the Surviving Corporation.

(6) Terms of Merger. Upon this merger becoming effective:

(a) The Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities, obligations, and duties, of the Merging Corporation, except as otherwise provided herein or by law;

(b) The Surviving Corporation shall be vested with all property, real, personal, or mixed, and all debts due to the Merging Corporation on whatever account as well as all other things in action or belonging to the Merging Corporation;

(c) All property, rights, privileges, powers, and franchises of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation, but all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date of the merger; and all debts, liabilities, obligations, and duties of the Merging Corporation shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted by it; and

(d) The merger shall have all other effects required by the laws of the state of Florida and North Carolina.

(7) Further Action. From time to time as and when requested by the Surviving Corporation or by its successors or assigns, the Merging Corporation shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order to vest more fully in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers, and franchises referred to in paragraph (6) hereof and otherwise to carry out the intent and purposes of this Plan of Merger.

(8) Termination. After approval of this Plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the effective time of the merger, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.