

P9600060526

JIM E. SOLOMON & ASSOCIATES, P.A.

SUITE 207-208 • CYPRUS BOND PLAZA

1100 SOUTH POWELL ROAD

POMPANO BEACH, FLORIDA 33069

AREA CODE 305

TELEPHONE 971-0111 • 971-0003

TELECOPIER 971-1871

FILED
JUL 16 1996
FBI - TAMPA

July 16, 1996

100001897971
-07/16/96--01053--001
*****70.00 *****70.00

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

Re: Incorporation of Fen-Way Marketing International, Inc.

Gentlemen:

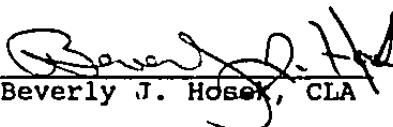
Enclosed herewith are the original and one (1) copy of Articles of Incorporation for the above-captioned name. Please file said Articles and return the acknowledgement copy in the stamped, self-addressed envelope provided for your convenience. This Firm's check in the amount of \$70.00 is also enclosed.

If you have any questions, or need any further information, please do not hesitate to contact the undersigned.

Your assistance in this filing is appreciated.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: 
Beverly J. Hosek, CLA

bjh
Enclosures

6/19/96
JB

FILED
JUL 16 1970
DEERFIELD BEACH, FLA.

**ARTICLES OF INCORPORATION
OF
FEN-WAY MARKETING INTERNATIONAL, INC.**

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

FEN-WAY MARKETING INTERNATIONAL, INC.

The address of the principal office of this Corporation shall be 201 North Federal Highway, Deerfield Beach, Florida 33441, and the mailing address of the Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

ARTICLE IV. ADDRESS

The street address of the initial Office of the Corporation shall be 201 North Federal Highway, Deerfield Beach, Florida, 33441, and the name of the initial Registered Agent of the Corporation is **FRANK E. NECELA**, 201 North Federal Highway, Deerfield Beach, Florida 33441.

ARTICLE V. TERM OF EXISTENCE

The term of the Corporation is perpetual.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have two (2) Directors, initially. The name and street address of the initial Directors who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

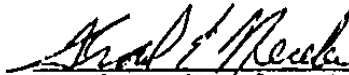
Frank E. Necela

201 North Federal Highway
Deerfield Beach, Florida 33441

Janet M. Necela

201 North Federal Highway
Deerfield Beach, Florida 33441

The undersigned, as Sole Incorporator, has executed these Articles of Incorporation this 16 day of July, 1996.



Frank E. Necela, Sole Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:
FEN-WAY MARKETING INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:
FRANK E. NECELA
201 North Federal Highway
Deerfield Beach, Florida 33441

By: *Frank E. Necela*
Frank E. Necela, Sole Incorporator
201 North Federal Highway
Deerfield Beach, Florida 33441

Date: July 16, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *Frank E. Necela*
Frank E. Necela, Registered Agent

Date: July 16, 1996

FILED
JUL 16 PM 11:10
DEERFIELD BEACH, FLORIDA

P96000060526

JIM E. SOLOMON & ASSOCIATES, P.A.

SUITE 207-209 • OYPHNS BEND PLAZA

1180 SOUTH POWERLINE ROAD

POMPANO BEACH, FLORIDA 33069

AREA CODE 305

TELEPHONE 971-0111 • 971-8083

TELECOPIER 971-1871

October 8, 1996

FILED
96 OCT 11 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

600001971676
-10/11/96--01054--006
*****35.00 *****35.00

Re: Corporate Name Change

Dear Sir or Madam:

Enclosed for filing is the original Articles of Amendment to Articles of Incorporation for Fen-Way Marketing International, Inc. changing its name to Sing International, Inc.

Also enclosed is a copy of the Corporate Resolution of Fen-Way Marketing International's Board of Directors authorizing the name change.

Please find attached to the Amendment this Firm's check in the amount of \$35.00, together with a stamped, self-addressed envelope for your convenience in returning the acknowledgment to this Office.

If you have any questions concerning the above, please do not hesitate to contact the undersigned.

Your assistance is very much appreciated.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: Beverly J. Hosek
Beverly J. Hosek, CLA

JES:bjh
Enclosures

NC
086-15
10-15

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FEN-WAY MARKETING INTERNATIONAL, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I. - NAME

The name of the Corporation shall be changed from Fen-Way Marketing International, Inc. to ZING INTERNATIONAL, INC., effective upon the filing of an Amendment to the Articles of Incorporation.

FILED
96 OCT 11 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 26, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of September, 19 96

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

FRANK E. NECELA, Chairman of the Board and President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FRANK E. NECELA

Typed or printed name

Chairman of the Board and President

Title

P96000060526

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FEN-WAY CONSULTING SERVICES, INC., a Florida corporation (Document
#K69853)

INTO

ZING INTERNATIONAL, INC., a Florida corporation, P96000060526.

File date: November 4, 1996

Corporate Specialist: Louise Flemming-Jackson

LAW OFFICES
JIM E. SOLOMON & ASSOCIATES, P.A.

SUITE 207-209 • CYPRUS MEND PLAZA

1180 SOUTH POWERLINE ROAD

POMPANO BEACH, FLORIDA 33069

AREA CODE 305

TELEPHONE 971-0111 • 971-8083

TELECOPIER 971-1871

October 31, 1996

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

300001995673--6
-11/05/96--01049--011
*****70.00 *****70.00

**Re: Merger of Fen-Way Consulting Services, Inc.
Into Zing International, Inc.**

Dear Sir or Madam:

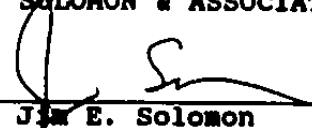
Enclosed for filing are the original Articles of Merger, and a copy of the Plan and Agreement of Merger, wherein Fen-Way Consulting Services, Inc. is merged into Zing International, Inc. We have enclosed an additional copy of the Articles of Merger to be stamped and returned to this Office along with your letter of acknowledgment.

Also enclosed is this Firm's check in the amount of \$70.00 to cover filing fees for this merger.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: 

Jim E. Solomon

JES:bjh
Enclosures

cc: Zing International, Inc.

Merger
WFS
11-8-96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PM 12:00

96 NOV -4 PM 12:00

ARTICLES OF MERGER

THESE ARTICLES OF MERGER entered into this 28th day of October, 1996, by and between **Fen-Way Consulting Services, Inc.**, a Florida corporation ("**Fen-Way**"), and **Sing International, Inc.**, a Florida corporation ("**Sing**").

WITNESSETH:

WHEREAS, **Fen-Way** has authorized shares of common stock, par value \$1.00 per share, of which 200 shares have been duly issued and are now outstanding; and

WHEREAS, **Sing** has authorized shares of common stock, par value \$1.00 per share, of which 200 shares have been duly issued and are now outstanding; and

WHEREAS, the Boards of Directors of **Fen-Way** and **Sing**, respectively, deem it advisable and generally to the advantage of the two Corporate Parties and their respective Shareholders that the Companies merge under and pursuant to the provisions of the Florida Business Corporation Act; and

WHEREAS, the respective Shareholders of **Fen-Way** and **Sing** have duly approved the terms and conditions of the merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and of the mutual benefits hereby provided, it is agreed by and between the Parties hereto as follows:

1. **Approval.** On October 28, 1996, the Directors of **Fen-Way** and the Directors of **Sing** unanimously adopted and approved these Articles of Merger. These Articles of Merger were unanimously

approved in their entirety by the Shareholders of both Fen-Way and Sing on October 28, 1996.

2. **Merger.** Fen-Way shall be and hereby is merged into Sing.

3. **Effective Date.** These Articles of Merger shall become effective immediately upon compliance with the laws of the State of Florida, the time of such effectiveness being hereinafter called the Effective Date.

4. **Surviving Corporation.** Sing shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of Fen-Way shall cease forthwith upon the Effective Date.

5. **Authorized Capital.** The authorized capital stock of Sing following the Effective Date shall be 1,000 shares of common stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with laws of the State of Florida.

6. **Articles of Incorporation.** The Articles of Incorporation of Sing following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any Shareholder or Director or Officer of Sing or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of Sing as the surviving Corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of Sing separate and apart from these Articles of Merger and may be

separately certified as the Articles of Incorporation of Sing.

7. **Bylaws.** The Bylaws of Sing shall be the Bylaws of Sing as the surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8. **Further Assurances of Title.** If at any time Sing shall consider or be advised that any acknowledgments or assurances or other actions are necessary or desirable to acknowledge or confirm in and to Sing any right, title or interest of Fen-Way held immediately prior to the Effective Date, Fen-Way and its Officers and Directors shall and will execute and deliver all such acknowledgements or assurances and do all things necessary or proper to confirm such right, title or interest in Sing as shall be necessary to carry out the purposes of these Articles of Merger, and Sing and the proper Officers and Directors thereof are fully authorized to take any and all such action in the name of Fen-Way or otherwise.

9. **Stock.** Forthwith upon the Effective Date, each of the issued and outstanding shares of Fen-Way and all rights in respect thereof shall be converted into a like number of paid and nonassessable shares of common stock of Sing.

10. **Book Entries.** The merger contemplated hereby shall be treated as a pooling of interests as of the Effective Date and appropriate accounting entries in accordance with the assets and liabilities of the Companies shall be duly made.

11. **Directors.** The names of the first Directors of Sing following the Effective Date and who shall hold office from the

Effective Date until their successors shall be elected and shall qualify, are as follows: Frank E. Necela and Janet M. Necela.

12. **Officers.** The names of the first Officers of Sing following the Effective Date and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

Frank E. Necela

President

Janet M. Necela

Secretary and Treasurer.

13. **Vacancies.** If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the Offices of Sing as the same are specified above, such vacancies shall thereafter be filled in the manner provided by law and the Bylaws of Sing.

14. **Amendment.** These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the Parties hereto.

IN WITNESS WHEREOF, the Parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority duly given by their respective Boards of Directors.

FEN-WAY CONSULTING SERVICES, INC.

SING INTERNATIONAL, INC.

By: Frank E. Necela
Frank E. Necela, President

By: Frank E. Necela
Frank E. Necela, President

ATTEST:

ATTEST:

By: Janet M. Necela
Janet M. Necela, Secretary

By: Janet M. Necela
Janet M. Necela, Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

SS.

The foregoing Articles of Merger were acknowledged before me this 28th day of October, 1996, by Frank E. Necela, as President of Fen-Way Consulting Services, Inc. and Sing International, Inc., and by Janet M. Necela, as Secretary of Fen-Way Consulting Services, Inc. and Sing International, Inc., both of whom personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:

800-422-1586
Bonded by HAI
Expires May 31, 1997
My Commission CC280612
CONSTANCE H DUNCOMBE



Sign Constance H. Duncombe

Print CONSTANCE H. DUNCOMBE

10/28/96

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced: FL Drivers License



CONSTANCE H DUNCOMBE
My Commission CC280612
Expires May 31, 1997
Bonded by HAI
800-422-1586

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated as of October 28, 1996, between Sing International, Inc., a Florida corporation ("Sing"), and Fen-Way Consulting Services, Inc., a Florida corporation ("Fen-Way").

WITNESSETH:

1. **Merger.** Upon the effective date (as defined in Paragraph 4) Fen-Way shall be merged with and into Sing and the separate existence of Fen-Way shall cease. Sing (the surviving Corporation) shall continue its corporate existence under, and shall be governed by, the laws of the State of Florida, and the Directors and Officers of Sing shall continue as the Directors and Officers of the surviving Corporation. The address of the registered or principal office of the surviving Corporation in Florida is: 201 North Federal Highway, Deerfield Beach, Florida 33441.

2. **Certificate of Incorporation and Bylaws.** The Certificate of Incorporation of Sing shall be the Certificate of Incorporation of the surviving Corporation following the effective date, until the same shall be altered, amended or repealed in the manner prescribed by law, and the terms and provisions thereof are hereby incorporated in this Agreement with the same force and effect as though herein set forth in full. The Bylaws of Sing, as in effect on the effective date, shall be the Bylaws of the surviving Corporation until altered, amended or repealed, as provided therein.

COPY

3. **Status of Shares.** Upon the effective date, each issued and outstanding share of Sing, par value \$1.00 per share, shall be and continue to be an issued and outstanding share of stock, par value \$1.00 per share, of the surviving Corporation. Each issued and outstanding share of Fen-Way stock, par value \$1.00 per share, shall be forthwith converted into a like number of fully paid and nonassessable shares of authorized stock of the surviving Corporation.

4. **Shareholders' Approval; Effective Date.** This Agreement shall be submitted for approval to the Shareholders of Fen-Way and Sing, respectively, at duly held meetings in accordance with the laws of the State of Florida and, if approved by such Shareholders by the votes required by law, then Articles of Merger, reflecting this Agreement in the form required under Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, shall be filed with the Florida Department of State.

5. **Further Assurances.** Before the effective date, Fen-Way and Sing shall take all such action necessary or appropriate to effectuate the merger.

6. **Representations and Warranties by Fen-Way.** Fen-Way represents and warrants that Fen-Way is a Corporation duly organized, validly existing and in good standing under the laws of Florida. The copies of Fen-Way's Articles of Incorporation and Bylaws, which have been delivered to Sing, are complete and correct. The consummation of the transaction contemplated by this Agreement will not result in any breach or violation of, or default under, any judgment, decree, mortgage, agreement or other

instrument applicable to Fen-Way. The execution, delivery and performance of this Agreement by Fen-Way have been duly approved by Fen-Way's Board of Directors, subject to approval by the Shareholders in the manner required by Florida law. Fen-Way has delivered to Sing copies of true and correct financial statements relative to the operations of Fen-Way. There have not been any material changes in any aspect of Fen-Way, provisions have been made for all outstanding liabilities, and Fen-Way has good, valid and defensible title to all its properties and assets, and has no knowledge of any violation of any applicable law, rule, order or regulation.

7. **Representations and Warranties by Sing.** Sing hereby represents and warrants that it is a Corporation duly organized, validly existing and in good standing under the laws of Florida. The copies of Sing's Articles of Incorporation and Bylaws, which have been delivered to Fen-Way, are complete and correct. The consummation of the transaction contemplated by this Agreement will not result in any breach or violation of, or default under, any judgment, decree, mortgage, agreement or other instrument applicable to Sing. The execution, delivery and performance of this Agreement by Sing have been duly approved by Sing's Board of Directors, subject to approval by the Shareholders in the manner required by Florida law. Sing has delivered to Fen-Way copies of true and correct financial statements relative to the operations of Sing. There have not been any material changes in any aspect of Sing, provisions have been made for all outstanding liabilities, and Sing has good, valid and defensible title to all its properties

and assets, and has no knowledge of any violation of any applicable law, rule, order or regulation. The shares of Sing's stock to be issued pursuant to this Agreement will, when so issued, be validly issued and outstanding, fully paid and nonassessable.

8. **Certain Effects of Merger.** On the effective date, all the rights, privileges and powers of Fen-Way shall be possessed by Sing, subject to the restrictions, disabilities and duties of Fen-Way, and all the rights, privileges and powers of Fen-Way and any property of Fen-Way, of any nature whatsoever, shall be vested in Sing, but all rights of creditors of Fen-Way may be enforced against Sing, under applicable law, as if any such debts, liabilities and duties have been incurred or contracted by Sing.

9. **General.** The Section headings contained in this Agreement are for reference purposes only and do not affect the meaning and interpretation of this Agreement. This Agreement shall not be assignable without the prior consent of the other Party.

IN WITNESS WHEREOF, the undersigned Parties hereto have duly executed this Agreement as of the date first above written.

FEN-WAY CONSULTING SERVICES, INC.

By: Frank E. Necela
Frank E. Necela, President

ATTEST:

Janet M. Necela
Janet M. Necela, Secretary

SING INTERNATIONAL, INC.

By: Frank E. Necela
Frank E. Necela, President

ATTEST:

Janet M. Necela
Janet M. Necela, Secretary