

P99000081479

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ESTATE PLANNING & ADMINISTRATION
TAX, CORPORATION & BUSINESS LAW
REAL PROPERTY LAW

FILED
1999 OCT 27 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 1999

Secretary of State
State of Florida
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

200003026352-27
-10/27/99-01065-005
*****70.00 *****70.00

Re: S & A PLUS SIGN, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Merger and Agreement of Merger and Plan of Reorganization to be filed for the above-named Corporation. In addition, I have enclosed my check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Walter B. Shurden

Walter B. Shurden

WBS:crc
Enclosures

709

Merger

V. SHEPARD NOV 9 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

12-O'CLOCK CHARTERS, INC., an Illinois corporation not qualified in Florida

INTO

S & A PLUS SIGN, INC., a Florida entity, P99000081479.

File date: October 27, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
12-O'CLOCK CHARTERS INC.
INTO
S & A PLUS SIGN, INC.**

FILED
99 OCT 27 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, 12-O'CLOCK CHARTERS INC., a Illinois Corporation, and S & A PLUS SIGN, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging 12-O'CLOCK CHARTERS INC., into S & A PLUS SIGN, INC.:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of 12-O'CLOCK CHARTERS INC., into S & A PLUS SIGN, INC., is attached to these Articles as an Exhibit and incorporated herein by reference. S & A PLUS SIGN, INC. shall be the Surviving Corporation.

Adoption of Plan

2. There are seven thousand five hundred (7,500) shares of common stock, each of one dollar (\$1.00) par value of S & A PLUS SIGN, INC., issued and outstanding that were entitled to vote on the Plan of Merger. Seven thousand five hundred (7,500) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of S & A PLUS SIGN, INC., held effective October 22, 1999.

3. The Plan of Merger was approved by the Board of Directors of S & A PLUS SIGN, INC. at a special meeting of the Board held effective October 22, 1999.

4. There are one thousand (1,000) shares of common stock, each of no par value of 12-O'CLOCK CHARTERS INC. issued and outstanding that were entitled to vote on the Plan of Merger. one thousand (1,000) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of 12-O'CLOCK CHARTERS INC. held effective October 22, 1999.

5. The Plan of Merger was approved by the Board of Directors of 12-O'CLOCK CHARTERS INC. at a special meeting of the Board held effective October 22, 1999.

Effective Date

6. The Plan of Merger shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned Corporations have caused these Articles of Merger to be signed effective October 22, 1999.

12-O'CLOCK CHARTERS INC.

By: Stein Andreassen
Stein Andreassen

Its: President

S & A PLUS SIGN, INC.

By: Stein Andreassen
Stein Andreassen

Its: President

**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING
12-O'CLOCK CHARTERS INC.
INTO
S & A PLUS SIGN, INC.**

THIS AGREEMENT of Merger and Plan of Reorganization is made effective October ____, 1999, by and between 12-O'CLOCK CHARTERS INC., an Illinois Corporation (the "Merging Corporation"), and S & A PLUS SIGN, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 116 Homeport Drive., Palm Harbor, Florida 34683, Pinellas County, Florida, its Registered Agent being John P. Martin, Esquire, whose address is 401 S. Lincoln Ave., Clearwater, Florida, 33756.

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Illinois, located at 571 Beverly Place, Lake Forest, Illinois, 60045, Lake County, Illinois, its Registered Agent being Michael L. Roach, whose address is 516 N. Milwaukee Avenue, Libertyville, Illinois, 60048.

WHEREAS, the authorized capital stock of the Surviving Corporation consists of seven thousand five hundred (7,500) shares of common stock at one dollar (\$1.00) par value.

WHEREAS, the Merging Corporation is currently wholly owned by the same Shareholders who own all of the stock of the Surviving Corporation.

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The surviving Corporation shall be the Corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholders and in the same proportion as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Stockholders after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

12-O'CLOCK CHARTERS INC.

By: Stein Andreassen
Stein Andreassen

Its: President

S & A PLUS SIGN, INC.

By: Stein Andreassen
Stein Andreassen

Its: President

This instrument was prepared by WILSON, FORD & LOVELACE, P.A., whose address is 401 S. Lincoln Avenue, Clearwater, Florida, 33756.