

Document Number Only

P99000110244

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

1000003088121-2
-01/05/00-01002-008
****210.00 ****210.00

EFFECTIVE DATE
12/31/99

T.T. Holdings, Inc. ET AL

Info:

T.T. Holdings Inc.

Merger

4000003088894-1
-01/05/00-01047-025
****530.00 ****210.00

- () Profit () Amendment
() NonProfit () Foreign
() Limited Liability Company () Dissolution/Withdrawal
() Foreign () Mark
() Limited Partnership () Annual Report
() Reinstatement () Fict. Filing
() Limited Liability Partnership () Fict. Filing Cancel
() Certified Copy () Photo Copies
() Call When Ready () Call if Problem
() Walk In () Will Wait
() Mail Out () After 4:30
() Pick Up

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Thanks, Melanie

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

59 DEC 30 PM 1:54

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

T.T. SANTEE, INC., a CA corp not authorized to transact business in FL
T.T. LANCASTER, INC.,a CA corp not authorized to transact business in FL
T.T. MORGAN HILL, INC.a CA corp not authorized to transact business in FL
T.T. NEWARK, INC., a CA corp not authorized to transact business in FL
T.T. SANTA TERESA,INC.a CA corp not authorized to transact business in FL

INTO

T.T. HOLDINGS, INC., a Florida entity, P99000110244.

File date: December 30, 1999 , effective December 31, 1999

Corporate Specialist: Annette Ramsey

EXECUTIVE DATE
12/31/99

ARTICLES OF MERGER

Pursuant to §607.227 of the Florida General Corporation Act (the "Act"), T.T. HOLDINGS, INC., a Florida corporation, adopts the following Articles of Merger for the purpose of merging each of T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., T.T. SANTA TERESA, INC., California corporations into T.T. HOLDINGS, INC., the latter of which is to survive the Merger;

99 DEC 28 PM 5:00
FILED
TALLAHASSEE, FLORIDA

ARTICLE I

That certain plan of Merger (the "Plan") dated December 27, 1999, attached and made a part of this instrument, was duly approved by the Resolution of the Board of Directors of each of T.T. HOLDINGS, INC., T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., T.T. SANTA TERESA, INC., on December 27, 1999.

ARTICLE II

The effective date of the Merger is December 31, 1999.

ARTICLE III

T.T. HOLDINGS, INC. adopted the Plan of Merger on December 27, 1999, by a vote of the Board of Directors.

T.T. SANTEE, INC., adopted a Plan on December 27, 1999, by a vote of the Board of Directors.

T.T. LANCASTER, INC., adopted a Plan on December 27, 1999, by a vote of the Board of Directors.

T.T. MORGAN HILL, INC., adopted a Plan on December 27, 1999, by a vote of the Board of Directors.

T.T. NEWARK, INC., adopted a Plan on December 27, 1999, by a vote of the Board of Directors.

T.T. SANTA TERESA, INC., adopted a Plan on December 27, 1999, by a vote of the Board of Directors.

T.T. HOLDINGS, INC., a Florida corporation

By Alfred R. Novas Alfred R. Novas
its President or Vice President and

Ira L. Young, Sect Ira L. Young
its Secretary or Assistant Secretary

(CORP. SEAL)

T.T. SANTEE, INC., a California corporation

By Alfred R. Novas Alfred R. Novas
its President or Vice President and

Ira L. Young, Sect Ira L. Young
its Secretary or Assistant Secretary

(CORP. SEAL)

T.T. LANCASTER, INC., a California corporation

By *Ag I Horca* *PRESIDENT*
its President or Vice President and
Ann S. Yang Sect
its Secretary or Assistant Secretary

(CORP. SEAL)

T.T. MORGAN HILL, INC., a California corporation

By *Ag I Horca* *PRESIDENT*
its President or Vice President and
Ann S. Yang Sect
its Secretary or Assistant Secretary

(CORP. SEAL)

T.T. NEWARK, INC., a California corporation

By *Ag I Horca* *PRESIDENT*
its President or Vice President and
Ann S. Yang Sect
its Secretary or Assistant Secretary

(CORP. SEAL)

T.T. SANTA TERESA, INC., a California corporation

By *Ag I Horca* *PRESIDENT*
its President or Vice President and
Ann S. Yang Sect
its Secretary or Assistant Secretary

(CORP. SEAL)

PLAN OF MERGER

T.T. HOLDINGS, INC., a Florida corporation, and T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations, hereby adopt the following Plan of Merger pursuant to § 607.1101, Fla. Stat. (1998).

1. Name of the corporation planning to merge is:

T.T. SANTEE, INC.
T.T. SANTEE, INC.
T.T. LANCASTER, INC.
T.T. MORGAN HILL, INC.
T.T. NEWARK, INC.
T.T. SANTA TERESA, INC.

2. Name of surviving corporation is:

T.T. HOLDINGS, INC.

3. The terms and conditions of the Merger are:

On the effective date of the Merger, there will cease to be a separate existence of the privileges, immunities, and franchises, and all of the property; real, personal, and mixed; of each of T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., without the necessity for any separate transfer. T.T. HOLDINGS, INC. shall thereafter be responsible and liable for all liabilities and obligations of T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations and neither the rights of creditors nor any liens on the property of T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations shall be impaired by the Merger.

4. Conversion of Shares. The manner and basis of converting the shares of T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations into shares of T.T. HOLDINGS, INC., is as follows:

- (a) Each share of the common stock of T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations issued and outstanding on the effective date of the Merger, shall be converted into .1 shares of the common stock of T.T. HOLDINGS, INC., which shares of common stock of T.T. HOLDINGS, INC. shall thereupon be issued and outstanding. However,

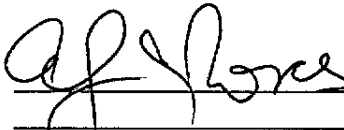
in no event shall fractional shares of T.T. HOLDINGS, INC. be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of T.T. SANTEE, INC., T.T. LANCASTER, INC, T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations would otherwise be entitled, as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the Merger.

- (b) The conversion shall be effective as follows: After the effective date of the Merger, each holder of certificates for shares of common stock in T.T. SANTEE, INC., T.T. LANCASTER, INC, T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations shall surrender them to T.T. HOLDINGS, INC., or its duly appointed agent, in such manner as T.T. HOLDINGS, INC. shall legally require. On receipt of such share certificates, T.T. HOLDINGS, INC. shall issue and exchange therefor certificates for shares of common stock in T.T. HOLDINGS, INC., representing the number of shares of such stock to which such holder is entitled as provided above. T.T. HOLDINGS, INC. shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the Stockholders entitled thereto in proportion to their fractional share interests.
 - (c) Holders of certificates of common stock of T.T. SANTEE, INC., T.T. LANCASTER, INC, T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations shall not be entitled to dividends payable on shares of stock in T.T. HOLDINGS, INC. until certificates have been issued to such Stockholders. Thereafter, each such Stockholder shall be entitled to receive any dividends on shares of stock of T.T. HOLDINGS, INC., issuable to them hereunder which may have been declared and paid between the effective date of the Merger and the issuance to such stockholder of the certificate for such Stockholder's shares in T.T. HOLDINGS, INC.
- 5. Changes in Articles of Incorporation. The Articles of Incorporation of T.T. HOLDINGS, INC., shall continue to be its Articles of Incorporation following the effective date of the Merger.
 - 6. Changes in Bylaws. The Bylaws of T.T. HOLDINGS, INC., shall continue to be its Bylaws following the effective date of the Merger.

7. Directors and Officers. The Directors and Officers of T.T. HOLDINGS, INC. on the effective date of the Merger, shall continue as the Directors and Officers of T.T. HOLDINGS, INC. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.
8. Prohibited Transactions. None of T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations nor T.T. HOLDINGS, INC. shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations and T.T. HOLDINGS, INC. may take all action necessary to appropriate under the laws of the State of Florida and the State of California to consummate this Merger.
9. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the Stockholders of the T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations and T.T. HOLDINGS, INC. in the manner provided by the applicable laws of the State of Florida and the State of California at meetings to be held on or before December 27, 1999, or at such other time as to which the Boards of Directors of T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations and T.T. HOLDINGS, INC., may agree. The plan of merger was approved by the shareholders of all the corporations on December 29, 1999.
10. Effective Date of Merger. The effective date of this Merger shall be the date when Articles of Merger are filed by the Florida Department of State.
11. Abandonment of Merger. This Plan of Merger may be abandoned by action of the Board of Directors of T.T. HOLDINGS, INC., T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., at any time prior to the effective date on the happening of either of the following events:
 - (a) If the Merger is not approved by the Stockholders any of T.T. HOLDINGS, INC., T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations on or before December 27, 1999.
 - (b) If, in the judgment of the Board of Directors of either T.T. HOLDINGS, INC. or T.T. SANTEE, INC., T.T. LANCASTER, INC., T.T. MORGAN HILL, INC., T.T. NEWARK, INC., and T.T. SANTA TERESA, INC., all being California corporations the Merger would be impracticable because of the number of dissenting Stockholders

asserting appraisal rights under the laws of the State of Florida or the laws of the State of California.

12. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

 Agil Flores PRESIDENT

And J. Young Secretary
As to the Board of Directors of
T.T. HOLDINGS, INC., a Florida
corporation

(CORP. SEAL)

 Agil Flores PRESIDENT

And J. Young Secretary
As to the Board of Directors of
T.T. SANTEE, INC., a
California corporation

(CORP. SEAL)

 Agil Flores PRESIDENT

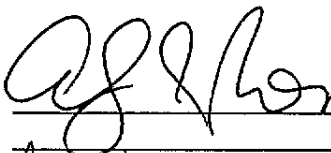
And J. Young Secretary
As to the Board of Directors of
T.T. LANCASTER, INC., a
California corporation

(CORP. SEAL)

 Agil Flores PRESIDENT

And J. Young
As to the Board of Directors of
T.T. MORGAN HILL, INC., a
California corporation

(CORP. SEAL)

 Agil Flores PRESIDENT

And J. Young Secretary
As to the Board of Directors of
T.T. NEWARK, INC., a California
corporation

(CORP. SEAL)

 Agil Flores PRESIDENT

And J. Young Secretary
As to the Board of Directors of
T.T. SANTA TERESA, INC., a
California corporation

(CORP. SEAL)