



P00000058549

ACCOUNT NO. : 072100000032

REFERENCE : 754541 5127346

AUTHORIZATION : Patricia Pujant

COST LIMIT : \$ 70.00

ORDER DATE : July 6, 2000

ORDER TIME : 11:50 AM

ORDER NO. : 754541-005

CUSTOMER NO: 5127346

CUSTOMER: Rita M. Burdo, Legal Asst  
Rosen & Reade, LLP  
Suite 1102  
777 South Flagler Drive  
West Palm Beach, FL 33401

Merger

100003315061--5

ARTICLES OF MERGER

SEVEN KINGS HOLDINGS,  
INCORPORATED

INTO

1000 KINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EXT: 1156  
EXAMINER'S INITIALS:

FILED  
00 JUL -6 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 JUL -6 PM 12:12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
RR  
7/6/00

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SEVEN KINGS HOLDINGS, INCORPORATED, a Delaware corp.  
F94000003389

INTO

1000 KINGS, INC., a Florida entity, P00000058549.

File date: July 6, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**  
**OF**  
**SEVEN KINGS HOLDINGS, INCORPORATED**  
**(a Delaware corporation)**  
**INTO**  
**1000 KINGS, INC.**  
**(a Florida corporation)**

**FILED**  
**00 JUL -6 PM 4:11**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations, SEVEN KINGS HOLDINGS, INCORPORATED, being validly and legally formed under the laws of the State of Delaware, and 1000 KINGS, INC., being validly and legally formed under the laws of the State of Florida, adopt the following Articles of Merger for the purpose of merging SEVEN KINGS HOLDINGS, INCORPORATED into 1000 KINGS, INC.

**ARTICLE I**

The Plan and Agreement of Merger setting forth the terms and conditions of the merger of SEVEN KINGS HOLDINGS, INCORPORATED with and into 1000 KINGS, INC., as the surviving corporation, is attached to these Articles as Exhibit A and incorporated herein by reference.

**ARTICLE II**

The effective date of the merger shall be upon the filing of these Articles of Merger with the Florida Department of State.

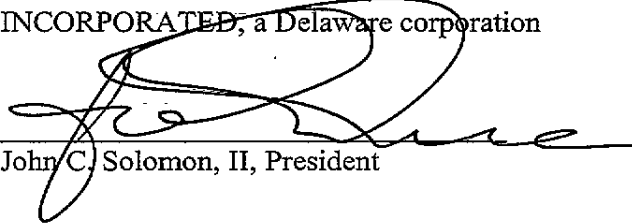
**ARTICLE III**

SEVEN KINGS HOLDINGS, INCORPORATED adopted the Plan and Agreement of Merger on June 30, 2000 by the unanimous vote of its shareholders.

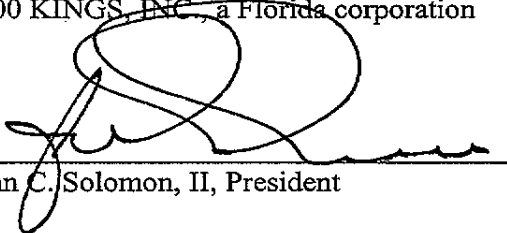
#### ARTICLE IV

1000 KINGS, INC. adopted the Plan and Agreement of Merger on June 30, 2000 by the unanimous vote of its shareholders.

SEVEN KINGS HOLDINGS,  
INCORPORATED, a Delaware corporation

  
John C. Solomon, II, President

1000 KINGS, INC., a Florida corporation

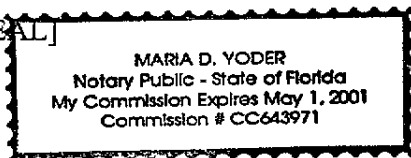
  
John C. Solomon, II, President

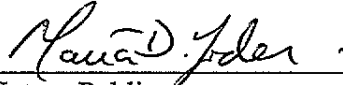
STATE OF FLORIDA                     )  
  ) ss.  
COUNTY OF PALM BEACH            )

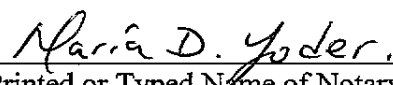
I **HEREBY CERTIFY** that on this day before me, an officer duly authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared JOHN C. SOLOMON, II, as President of each of SEVEN KINGS HOLDINGS, INCORPORATED and 1000 KINGS, INC., personally known to me or who has produced \_\_\_\_\_ as identification, the person described in, and, who having taken an oath, executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 30<sup>th</sup> day of June, 2000.

[SEAL]



  
Notary Public  
State of Florida, at Large

  
Printed or Typed Name of Notary

**EXHIBIT A**

**PLAN AND AGREEMENT OF MERGER**

**PLAN AND AGREEMENT OF MERGER**  
**OF**  
**SEVEN KINGS HOLDINGS, INCORPORATED**  
**(a Delaware corporation)**  
**AND**  
**1000 KINGS, INC.**  
**(a Florida corporation)**

I. a) The names of each constituent corporation to the merger are SEVEN KINGS HOLDINGS, INCORPORATED and 1000 KINGS, INC.

b) The name of the surviving corporation is 1000 KINGS, INC., and following the merger, its name shall be 1000 KINGS, INC.

II. a) SEVEN KINGS HOLDINGS, INCORPORATED has outstanding 1,047.25 common shares, \$10.00 par value per share, all of which are voting.

b) 1000 KINGS, INC. has 1047.25 outstanding common shares, \$0.01 par value per share, all of which are voting.

c) The number of shares aforementioned is not subject to change prior to the effective date of the merger.

III. The terms and conditions of the merger are as follows:

a) Until altered, amended or repealed, as therein provided, the Bylaws of 1000 KINGS, INC., a constituent corporation, as in effect at the time the merger shall become effective, shall be the Bylaws of the surviving corporation.

b) The first annual meeting of the shareholders of the surviving corporation held after the effective date of the merger shall be the next annual meeting provided by the Bylaws of 1000 KINGS, INC., a constituent corporation.

c) All persons who, at the date when the merger shall become effective, shall be the executive or administrative officers of 1000 KINGS, INC., a constituent corporation, shall be and remain in the respective offices of the surviving corporation until the board of directors of the surviving corporation shall elect their respective successors.

d) The surviving corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and of accomplishing the merger.

e) Upon the merger becoming effective, the separate existence of SEVEN KINGS HOLDINGS, INCORPORATED shall cease and said corporation shall be merged into the surviving corporation, and the surviving corporation shall possess all the rights, privileges, powers, and franchises and all property, real, personal and mixed, and all debts due to each said corporation on whatever account, or belonging to each said corporation, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises, and all and every other interest shall be thereafter effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities, and duties of SEVEN KINGS HOLDINGS, INCORPORATED shall thenceforth attach to the said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities duties had been incurred or contracted by it.

f) If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving corporation, according to the terms thereof, the title to any property or rights of SEVEN KINGS HOLDINGS, INCORPORATED, the proper officers and directors of SEVEN KINGS HOLDINGS, INCORPORATED at the effective date of the merger shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

g) The manner and basis of converting shares of the constituent corporations into shares of the surviving corporation shall be as follows:

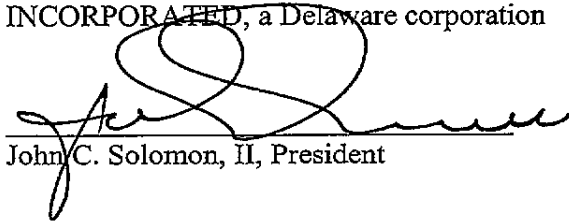
i) Each share of the common stock of SEVEN KINGS HOLDINGS, INCORPORATED outstanding on the effective date of the merger and all rights with respect thereto shall, forthwith upon such effective date, be converted into and become exchanged for 1 share of the common stock of the surviving corporation, and each holder of the common stock of SEVEN KINGS HOLDINGS, INCORPORATED shall thereafter be entitled, upon surrendering to the surviving corporation the certificate(s) representing such shares, to receive in exchange therefor a certificate representing the shares of fully paid and nonassessable common shares of the surviving corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

ii) Each share of the common stock of 1000 KINGS, INC. outstanding on the effective date of the merger shall remain issued and outstanding following the effective date of the merger.

h) The constituent corporations intend that the merger constitute a tax-free reorganization within the meaning of sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code.

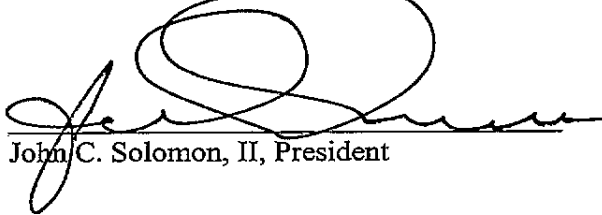
**DATED:** June 30, 2000.

SEVEN KINGS HOLDINGS,  
INCORPORATED, a Delaware corporation



John C. Solomon, II, President

1000 KINGS, INC., a Florida corporation



John C. Solomon, II, President

Seven Kings-1000 Kings.Plan & Agr of Merger.wpd