P00000012339

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

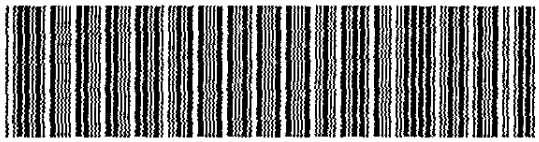
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Merger
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03 APR 24 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BSG, INC., a Florida enity, P98000029001

INTO

G.B. SPORTS, INC., a Florida entity, P00000012339.

File date: April 24, 2003

Corporate Specialist: Irene Albritton

ROETZEL & ANDRESS
A LEGAL PROFESSIONAL ASSOCIATION

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TRIANON CENTRE - THIRD FLO
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April 23, 2003

FILED
03 APR 24 PM 4:00
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Merger of BSG, Inc. into G.B. Sports, Inc.**

Dear Division:

Enclosed please find the following items:

1. Articles of Merger of G.B. Sports, Inc. and BSG, Inc. with Plan of Merger attached thereto as Exhibit "A"; and
2. Check in the amount of $70.00 for your filing fee.

If you would, please return the letter of acknowledgment to the undersigned at the address listed on this letterhead.

Should you have any questions concerning the foregoing, please contact me at the above telephone number.

Thank you for your attention to this matter.

Sincerely yours,

C. Neil Gregory
For the Firm

CNG/dm
Enclosures
cc: Mr. Howard B. Gutman (via facsimile w/encl)
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FILED
03 APR 24 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
G.B. SPORTS, INC.
AND
BSG, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, G.B. Sports, Inc., a corporation organized under the laws of the State of Florida, on February 3, 2000, under document number P00000012339, and BSG, Inc., a corporation organized under the laws of the State of Florida, on March 26, 1998, under document number P98000029001, adopt the following Articles of Merger for the purpose of merging:

1. The name of the surviving corporation is G.B. Sports, Inc., a Florida corporation ("G.B. Sports").

2. The name of the merging corporation is BSG, Inc., a Florida corporation ("BSG").

3. On April 15, 2003, a Plan of Merger was approved unanimously by the Board of Directors of G.B. Sports. On that same date, the Plan of Merger was ratified and approved unanimously by the holders of all of the issued and outstanding stock of G.B. Sports.

4. On April 15, 2003, a Plan of Merger was approved unanimously by the Board of Directors of BSG. On that same date, the Plan of Merger was ratified and approved unanimously by the holders of all of the issued and outstanding stock of BSG.

5. A copy of the Plan of Merger approved by the Board of Directors and shareholders of G.B. Sports and BSG is attached hereto and incorporated herein as Exhibit "A".

6. These Articles of Merger shall be effective on the date of filing with the Department of State of the State of Florida.

Executed on this 15th day of April, 2003.

G.B. SPORTS, INC.

By: _____
Erik Lutgert, President

BSG, INC.

By: _____
Erik Lutgert, President

PLAN OF MERGER

Plan of Merger dated April 15, 2003, between G.B. Sports, Inc., a Florida corporation ("G.B. Sports"), the surviving corporation, and BSG, Inc., a Florida corporation ("BSG"), the absorbed corporation, is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act.

STIPULATIONS

A. G.B. Sports is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4200 Gulf Shore Boulevard North, Naples, Florida 34103.

B. G.B. Sports has authorized Ten Thousand (10,000) shares of voting common stock with a par value of $1 of which One Hundred (100) shares are issued and outstanding.

C. BSG is organized and existing under the laws of the State of Florida with its principal office at 4200 Gulf Shore Boulevard North, Naples, Florida 34103.

D. BSG has authorized Ten Thousand (10,000) shares of voting common stock with a par value of $1 of which One Hundred (100) shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that BSG be merged into G.B. Sports pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. ***Merger.*** BSG shall merge with and into G.B. Sports, which shall be the surviving corporation.

Section Two. ***Terms and Conditions.*** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. ***Conversion of Shares.*** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the $1 par value voting common stock of G.B. Sports which is issued and outstanding on the effective date of the merger shall remain issued and outstanding.

(b) Each share of the $1 par value voting common stock of BSG issued and outstanding on the effective date of the merger shall be converted into one (1) share of the $1 par value

EXHIBIT A

voting common stock of G.B. Sports, which shares of common stock of the surviving corporation shall then be issued and outstanding.

(c) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(d) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. ***No Changes in Articles of Incorporation.*** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. ***No Changes in Bylaws.*** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. ***Directors and Officers.*** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. ***Approval by Shareholders.*** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held at such time as the boards of directors of the constituent corporations may agree.

Section Nine. ***Effective Date of Merger.*** The effective date of this merger shall be the date when articles of merger are filed with the Florida Department of State.

Section Ten. ***Abandonment of Merger.*** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation 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 shareholders of either the surviving or the absorbed corporation; or

(b) If, in the judgement of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. ***Execution of Agreement.*** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

G.B. SPORTS, INC.

By: _____
Erik Lutgert, President

ATTEST:

By: _____
Kristin Lutgert, Secretary

BSG, INC.

By: _____
Erik Lutgert, President

ATTEST:

By: _____
Kristin Lutgert, Secretary

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