

216841

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MERGER OR SHARE EXCHANGE

PIKNIK PRODUCTS COMPANY, INC.

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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PIKNIK PRODUCTS COMPANY, a Florida corporation, 216841

INTO

PIKNIK PRODUCTS COMPANY, INC., an Alabama corporation not qualified in
Florida.

File date: September 23, 1999

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF
PIKNIK PRODUCTS COMPANY
(a Florida corporation)
INTO
PIKNIK PRODUCTS COMPANY, INC.
(an Alabama corporation)**

Pursuant to Code of Alabama 1975, section 10-2B-11.05 and Florida Statutes, Section 607.1105, Piknik Products Company, Inc., an Alabama corporation (the "Surviving Corporation"), and Piknik Products Company, a Florida corporation, adopt and execute these Articles of Merger.

ARTICLE I.

The name and jurisdiction of the Surviving Corporation are:

Name: Piknik Products Company, Inc.

Jurisdiction: Alabama

ARTICLE II.

The name and jurisdiction of the Merging Corporation are:

Name: Piknik Products Company

Jurisdiction: Florida

ARTICLE III.

The Plan of Merger annexed as Exhibit "A" was adopted by the Boards of Directors of the Corporation and the Merged Corporation in the manner prescribed by the Alabama Business Corporation Act and the Florida Business Corporation Act.

Attorney Name: James B. Grant, Jr.
Capell & Howard, Attorneys at Law
160 S. Perry Street
Montgomery, Alabama 36104
Telephone: 334-241-8077

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ARTICLE IV.

The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger, as to each corporation, were:

<u>Corporation</u>	<u>Designation of Class of Stock</u>	<u>Number of Shares Outstanding</u>	<u>Number of Votes</u>
Piknik Products Company, Inc.	Common	1,000	1,000
Piknik Products Company	Common	82,685	82,685

ARTICLE V.

The total number of votes cast for and against the Plan of Merger by each voting group entitled to vote on the Plan of Merger, as to each corporation, were:

<u>Corporation</u>	<u>Votes For</u>	<u>Votes Against</u>
Piknik Products Company, Inc.	1,000	-0-
Piknik Products Company	82,685	-0-

The number of votes cast for the Plan of Merger by each voting group was sufficient for approval by that voting group.

ARTICLE VI.

The Articles of Incorporation of the Surviving Corporation are filed in Montgomery County, Alabama, and the Articles of Incorporation of the Merged Corporation are filed in the office of the Secretary of State of the State of Florida.

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ARTICLE VII.

The merger shall be effective as of the close of business on September 23, 1999.

Dated: September 23, 1999.

PIKNIK PRODUCTS COMPANY, INC.

By: 

Herman R. Loch
Its President

PIKNIK PRODUCTS COMPANY

By: 

Herman R. Loch
Its President

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EXHIBIT "A"

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**PLAN OF MERGER
MERGING
PIKNIK PRODUCTS COMPANY
(a Florida corporation)
INTO
PIKNIK PRODUCTS COMPANY, INC.
(an Alabama corporation)**

This Plan of Merger is entered into by and between Piknik Products Company, Inc., a corporation organized and existing under the laws of Alabama, having its principal office at Montgomery, Alabama (the "Surviving Corporation"), and Piknik Products Company, a corporation organized and existing under the laws of Florida having its principal office at Montgomery, Alabama (the "Merged Corporation" and, together with the Surviving Corporation, the "Constituent Corporations").

Recitals

1. The Board of Directors of each of the Constituent Corporations has determined that it is desirable and in the best interests of the respective Constituent Corporation and its shareholders that the Merged Corporation be merged into the Surviving Corporation, which will be the survivor of the merger.

2. In consideration of mutual covenants and promises, the Constituent Corporations hereby adopt and approve this Plan whereby the Merged Corporation shall be merged into the Surviving Corporation as a single corporation. The terms and conditions of the merger, the method or plan of carrying it into effect, and the manner of converting the shares of the Merged Corporation into shares of the Surviving Corporation are as described in this Plan.

ARTICLE I**DESIGNATION OF SURVIVING CORPORATION**

The corporate existence of the Merged Corporation shall cease and the corporate existence of the Surviving Corporation shall continue. Upon the effective date of merger, the Surviving Corporation shall become subject to all of the debts and liabilities of the Merged

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Corporation in the same manner as if the Surviving Corporation had itself incurred those debts and liabilities.

ARTICLE II

TERMS AND CONDITIONS OF MERGER

The merger will be consummated upon (a) this Plan having been adopted by the vote of a majority of the directors of each of the Constituent Corporations and by an affirmative vote of holders of two-thirds of the shares of each voting group entitled to vote and of the total shares of stock entitled to vote of each of the Constituent Corporations and (b) Articles of Merger of each of the Constituent Corporations having been filed in accordance with Alabama law. The merger will be consummated in accordance with the terms set forth in this Plan.

ARTICLE III

CHANGES TO ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the merger, shall remain the same and in effect and continue unchanged by the merger.

ARTICLE IV

OFFICERS AND DIRECTORS

The persons who constitute the officers and members of the Board of Directors of the Surviving Corporation on the effective date of the merger shall remain the same and continue unchanged by the merger.

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ARTICLE V**MANNER AND BASIS OF CONVERTING SHARES**

All of the issued and outstanding stock of both of the Constituent Corporations is owned by the same shareholder. No additional shares of the Surviving Corporation will be issued in connection with the merger. The shares of stock of the Merged Corporation will be cancelled.

ARTICLE VI**SUBMISSION TO SHAREHOLDERS; EFFECTIVE DATE**

This Agreement shall be submitted to the shareholders of the Constituent Corporations in the manner provided by Code of Alabama 1975, section 10-2B-11.03 and Florida Statutes Section 607.1103. If the votes of the shareholders of each of the Constituent Corporations, representing two-thirds of the total number of shares entitled to vote of the respective Constituent Corporation, shall be in favor of the adoption of this Plan, it shall, subject to the provisions of Article VII, take effect as is provided by law.

ARTICLE VII**REVOCATION OF PLAN**

Anything to the contrary herein notwithstanding, if the Board of Directors of either of the Constituent Corporations should determine, prior to the effective date of the merger whether before or after the meeting of the respective shareholders of the Constituent Corporation called to vote on the adoption or rejection of this Plan, that for any legal, financial, economic or business reason deemed sufficient by the Board of Directors, it is not in the interest of the Constituent Corporation which such Board represents or the shareholders of the Constituent Corporation or it is otherwise inadvisable or impracticable to consummate the merger, the Board of Directors of that Constituent Corporation may abandon the merger by directing its officers to refrain from executing or filing the Articles of Merger and thereupon this Plan shall be void and of no effect.

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ARTICLE VIII**EXECUTION**

The Boards of Directors of Piknik Products Company, Inc. and Piknik Products Company have adopted this Plan effective as of September 22, 1999.

PIKNIK PRODUCTS COMPANY, INC.By: 

Herman R. Loeb
Its President

PIKNIK PRODUCTS COMPANYBy: 

Herman R. Loeb
Its President

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