

01/28/2010 15:38 FAX 4074231831

Division of Corporations

DEAN MEAD ORLANDO

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Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.  
Account Number : 076077001702  
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Email Address: connieg@certifiedslings.com

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE  
Certified Slings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE  
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2010 JAN 28 AM 11:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER****(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

**EFFECTIVE DATE**  
**1-31-10**

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Certified Slings, Inc.	Florida	292857

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Certified Slings of Ocala, Inc.	Florida	P02000053957

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 01 / 31 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 01/22/2010.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 01/22/2010.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Certified Slings, Inc.**

**Dennis E. Worswick, President**

## Certified Slings of

**Dennis E. Worswick, President**

**Ocala, Inc.**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 22<sup>nd</sup> day of January, 2010, by and between CERTIFIED SLINGS, INC. ("CSI"), a Florida corporation, and CERTIFIED SLINGS OF OCALA, INC. ("CSI Ocala"), a Florida corporation. CSI is sometimes referred to herein as the "Surviving Corporation," and CSI Ocala is sometimes referred to as the "Merging Corporation."

**RECITALS**

WHEREAS, the Board of Directors and shareholders of CSI and CSI Ocala have resolved that CSI Ocala shall be merged, pursuant to Section 607.1101 of the Florida Business Corporation Act, with and into CSI, and CSI will be the Surviving Corporation.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. Merger. The Board of Directors and shareholders of CSI hereby agree that, at the Effective Date (as hereinafter defined), CSI Ocala shall be merged with and into CSI, and the Board of Directors and shareholders of CSI Ocala hereby agree that, at the Effective Date (as hereinafter defined), CSI Ocala shall be merged with and into CSI (the "Merger").

3. Effects of Merger.

3.1 Certain Effects of Merger. On the Effective Date, the separate existence of CSI Ocala shall cease and CSI Ocala shall be merged with and into CSI which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of CSI Ocala and all and singular, the rights, privileges, powers and franchises of CSI Ocala, and all property, real, personal and mixed, and all debts due to CSI Ocala on whatever account, and all other things in action or belonging to CSI Ocala, shall be vested in CSI, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of CSI as they were of CSI Ocala, and the title to any real estate vested by deed or otherwise under the laws of Florida or any other jurisdiction in CSI Ocala shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of CSI Ocala shall be preserved unimpaired, and all debts, liabilities and duties of CSI Ocala shall thenceforth attach to CSI and may be enforced against CSI to the same extent as if said debts, liabilities and duties had been incurred or contracted by CSI. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of CSI Ocala, execute

and deliver all such properties, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of CSI Ocala's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Corporation; Articles of Incorporation.

4.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Certified Slings, Inc.

4.2 Articles of Incorporation. The Articles of Incorporation of CSI, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation, until changed or amended as provided by law.

4.3 Bylaws. The Bylaws of CSI, from and after the Effective Date, shall be the Bylaws of the Surviving Corporation until changed or amended, in accordance with the terms thereof.

5. Status and Conversion of Stock Securities. The manner and basis of converting the shares of capital stock of CSI Ocala into shares of capital stock of CSI which the shareholders of CSI Ocala are to receive in exchange for such shares are as follows:

5.1 CSI Ocala Common Stock. On the Effective Date of the Merger, each share of common stock, \$1.00 par value, of CSI Ocala that is issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall be extinguished. In exchange therefor, the shareholders of CSI Ocala shall be entitled to receive four-hundredths (.04) of a share of Class A voting common stock, \$1.00 par value, of the Surviving Corporation for each one (1) share of CSI Ocala stock owned by such shareholder immediately prior to the Merger.

5.2 CSI Common Stock.

(a) Each one (1) share of Class A voting common stock, \$1.00 par value, of CSI issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall remain issued and outstanding and shall be unaffected by the Merger.

(b) Each one (1) share of Class B non-voting common stock, \$1.00 par value, of CSI issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall remain issued and outstanding and shall be unaffected by the Merger.

5.3 The transactions described in this Plan of Merger are intended to qualify as a tax free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

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6. Miscellaneous.

6.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Board of Directors of CSI or the Board of Directors of CSI Ocala, if the Board of Directors of CSI or the Board of Directors of CSI Ocala duly adopt a resolution abandoning this Agreement and Plan of Merger.

6.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

6.3 Effective Date. The Effective Date of the Merger shall be as of the close of business on January 31, 2010.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

Connie B. Adams  
Deborah Burke

CERTIFIED SLINGS, INC.

By: [Signature]  
Dennis E. Worswick, President

CERTIFIED SLINGS OF OCALA, INC.

By: [Signature]  
Dennis E. Worswick, President

Connie B. Adams  
Deborah Burke