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From: GAIL ANDRE'
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
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PLEASE ARRANGE FILING OF THE ARTICLES OF MERGER WITH AN EFFECTIVE DATE OF TODAY, DECEMBER 29, 2000, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL ANDRE'

MERGER OR SHARE EXCHANGE

INFANT SWIMMING RESEARCH, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF MERGER
Merger Sheet

MERGING:

HARVEY BARNETT, INC., a Florida corporation, document number
P94000043360

INTO

INFANT SWIMMING RESEARCH, INC., a Florida entity, 635787

File date: December 29, 2000, effective December 31, 2000

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HARVEY BARNETT, INC.
a Florida corporation

WITH AND INTO

INFANT SWIMMING RESEARCH, INC.
a Florida corporation

EFFECTIVE DATE

12-31-2000

Pursuant to Section 607.1101 of the Florida Business Corporation Act, **HARVEY BARNETT, INC.**, a Florida corporation, and **INFANT SWIMMING RESEARCH, INC.**, a Florida corporation, hereby adopt the following Articles of Merger for the purpose of effecting the merger of **HARVEY BARNETT, INC.**, with and into **INFANT SWIMMING RESEARCH, INC.**:

FIRST: The plan of merger, pursuant to Section 607.1101 of the Florida Business Corporation Act, is as follows:

1. At the Effective Time (as hereinafter defined), **HARVEY BARNETT, INC.**, a Florida corporation (the "Corporation") shall be merged with and into **INFANT SWIMMING RESEARCH, INC.**, a Florida corporation ("ISR"), and ISR shall be the surviving corporation of the Merger. ISR is hereinafter sometimes referred to as the "Surviving Corporation."

2. The terms and conditions of the Merger are as follows:

(a) The Surviving Corporation shall continue the corporate existence of the Corporation under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

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(b) The Articles of Incorporation of ISR, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

(c) The Bylaws of ISR, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(d) The directors and officers of ISR, immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

3. The manner and basis of converting or exchanging the shares of the Corporation into shares of the Surviving Corporation shall be as follows:

(a) Each share of the common stock of the Corporation issued and outstanding as of the Effective Time, by virtue of the Merger and as of the Effective Time, shall be converted into and become, without action on the part of the holder thereof, the right to receive one share of the common stock of ISR.

(b) At and after the Effective Time, each holder of common stock of the Corporation upon presentation and surrender of a certificate or certificates therefore to ISR, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of ISR's common stock to which it is entitled as provided in Section (3)(a) hereof. Until so presented and surrendered in exchange for a certificate representing common stock of ISR, each certificate which represented issued and outstanding shares of common stock of the Corporation as of the Effective Time, shall be deemed for all purposes to evidence ownership of the number of shares of common stock of ISR into which such shares of common stock of the Corporation have been converted pursuant to the Merger.

4. The Merger shall become effective on December 31, 2000 with the filing of these Articles.

SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act, the directors and shareholders of the Corporation approved the Merger by a written consent dated December 27, 2000.

THIRD: Pursuant to the applicable provisions of the Florida Business Corporation Act, the directors and shareholders of ISR the Merger by a written consent dated December 27, 2000.

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IN WITNESS WHEREOF, the Corporation and ISR have caused these Articles of Merger to be signed in their corporate names by their respective duly authorized officers as of the 27th day of December, 2000.

HARVEY BARNETT, INC., a Florida corporation

By: Harvey Barnett, President
Harvey Barnett, President

JoAnn Barnett Vice President
JoAnn Barnett, Vice President

INFANT SWIMMING RESEARCH, INC., a Florida corporation

By: Harvey Barnett, President
Harvey Barnett, President

JoAnn Barnett Vice President
JoAnn Barnett, Vice President