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MERGER OR SHARE EXCHANGE

TAYLOR MERGER CORP.

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ARTICLES OF MERGER OF
TAYLOR MERGER CORP. AND
WATER BONNET MFG., INC.

The following Articles of Merger are submitted to merge the following Corporations in accordance with Section 607.1105 of the Florida Business Organizations Law.

FIRST: The names of the constituent corporations are Taylor Merger Corp., a Delaware corporation, and Water Bonnet Mfg., Inc., a Florida corporation.

SECOND: The surviving corporation shall be Taylor Merger Corp., a Delaware corporation and the constituent corporation Water Bonnet Mfg., Inc. shall cease to exist as a Florida corporation.

THIRD: The attached Plan and Agreement of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: The attached Plan and Agreement of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: The Certificate of Incorporation of the surviving corporation is hereby amended to reflect the change of the name of the surviving corporation from Taylor Merger Corp. to Water Bonnet Mfg., Inc. In all other respects, the Certificate of Incorporation shall remain unchanged.

SIXTH: The effective date of the merger shall be March 7, 2006.

SEVENTH: The surviving corporation is qualified and authorized to transact business in the State of Florida having its principal office located at 350 Anchor Road, Casselberry, Florida 32707.

EIGHTH: Signature(s) for Each Party:

WATER BONNET MFG., INC.

By: Robert Khalife

Robert Khalife

Vice President - Finance

TAYLOR MERGER CORP.

By: Robert Khalife

Robert Khalife

Vice President - Finance

(P0001448.1)

FILED
06 MAR -9 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

TAYLOR MERGER CORP.
AND
WATER BONNET MFG., INC.

This Plan and Agreement of Merger made and entered into on the 9th day of March, 2006, by and between Taylor Merger Corp., a Delaware Corporation, and Water Bonnet Mfg., Inc., a Florida Corporation.

WHEREAS, Taylor Merger Corp. is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on February 21, 2006; and

WHEREAS, Water Bonnet Mfg., Inc. is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on June 4, 1975; and

WHEREAS, Taylor Made Group, Inc. is the sole shareholder of Taylor Merger Corp. and, as a result of the acquisition of all the outstanding capital stock of Water Bonnet Mfg., Inc. on this date March 9, 2006, is also the sole shareholder of Water Bonnet Mfg., Inc.

WHEREAS, the aggregate number of shares which Taylor Merger Corp. has authority to issue is 1000 and the amount of acquired shares which Water Bonnet Mfg., Inc. has issued is 500; and

WHEREAS, the sole Shareholder and sole Director of each of the constituent corporations deems it advisable that Water Bonnet Mfg., Inc. be merged into Taylor Merger Corp. on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Florida respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Taylor Merger Corp. and Water Bonnet Mfg., Inc., by their respective Shareholders and Boards of Directors, have agreed and do hereby agree, each with the other as follows:

1. Taylor Merger Corp. and Water Bonnet Mfg., Inc. shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of Delaware, by Water Bonnet Mfg., Inc., merging into Taylor Merger Corp., which shall be the surviving corporation, effective March 9, 2006.
2. The total number of shares of Water Bonnet Mfg., Inc. issued to Taylor Made Group, Inc., shall be converted to 500 shares of Taylor Merger Corp. No cash or other consideration shall be paid or delivered for shares of Water Bonnet Mfg., Inc., and the certificate for such shares shall be surrendered and cancelled.

(WDO01480.1)

3. Upon the effective date of the merger as provided in the applicable laws of the State of Florida and of the State of Delaware, the two constituent corporations shall be a single corporation, which shall be Taylor Merger Corp. as the surviving corporation, and the separate existence of Water Bonnet Mfg., Inc., shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation. Taylor Merger Corp. shall become the owner, without other transfer, of all other rights and property of Water Bonnet Mfg., Inc. and Taylor Merger Corp. shall become subject to all the liabilities, obligations and penalties of Water Bonnet Mfg., Inc.

4. The Certificate of Incorporation of Taylor Merger Corp. shall be amended to reflect the change of the name of the surviving corporation from Taylor Merger Corp. to Water Bonnet Mfg., Inc. In all other respects, the Certificate of Incorporation shall remain unchanged.

5. The location of the principal office of the surviving corporation shall be 350 Anchor Road, Casselberry Florida, 32707.

6. Taylor Merger Corp. irrevocably consents to be sued and served with process in the State of Florida and irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any proceeding in the State of Florida to enforce against Taylor Merger Corp. any obligation of Water Bonnet Mfg., Inc. or to enforce the rights of any dissenting shareholder of Water Bonnet Mfg., Inc.

7. Taylor Merger Corp. is qualified to transact business within the State of Florida and shall appoint CT Corporation Systems, Inc. as statutory agent upon whom any process, notice or demand may be served.

IN WITNESS WHEREOF, Taylor Merger Corp. and Water Bonnet Mfg., Inc., pursuant to the approval and authority duly given by resolutions adopted by their respective Shareholders and Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

TAYLOR MERGER CORP.

BY: Robert Khalife
Robert Khalife
Vice President - Finance

WATER BONNET MFG., INC.

BY: Robert Khalife
Robert Khalife
Vice President - Finance

[W2001500.1]

I, Robert Khalife, Vice President - Finance of Taylor Merger Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Vice President - Finance of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Taylor Merger Corp., a corporation of the State of Delaware, was duly submitted to the stockholder of said Taylor Merger Corp., at a special joint meeting of said stockholder and director, for the purpose of considering and taking action upon said Agreement of Merger, that 1000 shares of stock of said corporation were on said date issued and outstanding and that the holders of 1000 shares voted by ballot in favor of said Plan and Agreement of Merger, and that the sole shareholder approved the Plan and Agreement of Merger which was at said meeting duly adopted as the act of the stockholder of said Taylor Merger Corp., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Taylor Merger Corp. on this 9th day of March, 2006.



Robert Khalife, Vice President - Finance

I, Robert Khalife, Vice President - Finance of Water Bonnet Mfg., Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Vice President - Finance of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Water Bonnet Mfg., Inc., a corporation of the State of Florida, was duly submitted to the stockholder of said Water Bonnet Mfg., Inc., at a special joint meeting of the Director and Shareholder, for the purpose of considering and taking action upon said Plan and Agreement of Merger, that 500 shares of stock of said corporation were on said date issued and outstanding and that the holder of all of the shares then issued and outstanding voted by ballot in favor of said Plan and Agreement of Merger, and that the sole shareholder approved the Plan and Agreement of Merger which was at said meeting duly adopted as the act of the stockholder of said Water Bonnet Mfg., Inc., and the duly adopted Agreement of said corporation.

WITNESS my hand on behalf of said Water Bonnet Mfg., Inc., on this 9th day of March, 2006.



Robert Khalife, Vice President - Finance