

F15926

HARRINGTON, MILLER, NEIHOUSE & KRUG

A PROFESSIONAL ASSOCIATION
ATTORNEYS

113 East Emma Avenue * P.O. Box 687
Springdale, Arkansas 72765-0687
Telephone (501) 751-6464 * Fax (501) 751-3715
e-mail address: mail@arkansaslaw.com

Michele A. Harrington
Stephen J. Miller
John P. Neihouse, LL.M. (in Taxation)*
Wayne Krug **

*Also licensed in Texas

William F. Mertins, Jr.
OF COUNSEL
Stephen D. Stitt***

** Also licensed in Oklahoma
*** Also licensed in Florida

December 27, 2000

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

500003515605--3
-12/28/00--01044--003
*****70.00 *****70.00

RE: Funland R.B.S. Incorporated

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of Articles of Merger on behalf of Funland R.B.S. Incorporated. Also, enclosed is my law firm's check drawn to your order in the sum of \$70.00 to cover the cost of such filing. Please return a file marked copy of the Articles of Merger to me in the enclosed, self addressed stamped envelope.

Should you need further information, please do not hesitate to contact me. I appreciate your assistance in this regard.

Yours very truly,



John P. Neihouse

JPN:nm
Enclosures

Effective date
1/1/01
merger

T. LEWIS JAN 8 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

FUNLAND R.B.S. INCORPORATED, a Florida corporation, F15926.

INTO

FUNLAND R.B.S. INCORPORATED, an Arkansas corporation not qualified in
Florida.

File date: December 28, 2000, effective January 1, 2001

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

Pursuant to the provisions of the Arkansas Business Corporation Act and the Florida Business Corporation Act (the "Acts") the undersigned corporations adopt the following Articles of Merger for the purpose of effecting a merger under the Acts.

1. The Agreement and Plan of Merger attached hereto as Exhibit "A" (the "Plan") was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Acts.

2. As to each of the undersigned corporations, the number of shares outstanding, none of which outstanding shares are entitled to vote as a class on the Plan, are as follows:

<u>Shares Outstanding</u>		
<u>Name of Corporation</u>	<u>Voting Common</u>	<u>Non-Voting Common</u>
Funland R.B.S. Incorporated, an Arkansas corporation	2	-0-
Funland R.B.S. Incorporated, a Florida corporation	500	-0-

3. As to each of the undersigned corporations, the number of shares voted for and against the Plan are as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For Plan</u>	<u>Total Shares Voted Against Plan</u>
Funland R.B.S. Incorporated, an Arkansas corporation	2	-0-
Funland R.B.S. Incorporated, a Florida corporation	500	-0-

The number of votes cast for the Plan were sufficient for approval of the Plan.

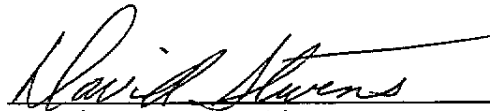
4. The Plan was adopted by the shareholders of Funland R.B.S. Incorporated, an Arkansas corporation on December 22, 2000.

5. The Plan was adopted by the shareholders of Funland R.B.S. Incorporated, a Florida corporation on December 22, 2000.

IN WITNESS WHEREOF, the corporations have caused their corporate names to be subscribed by their Presidents, who hereby verify that the statements contained in the foregoing Articles of Merger are true and correct to the best of their knowledge and belief, on this 22nd day of December, 2000.


FUNLAND R.B.S. Incorporated
(an Arkansas Corporation)

BY:


David Stevens, President

FUNLAND R.B.S. Incorporated
(a Florida Corporation)

BY:

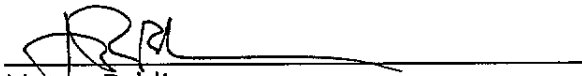

David Stevens, President

ACKNOWLEDGMENT

STATE OF ARKANSAS)
) ss
COUNTY OF WASHINGTON)

Before me, the undersigned duly commissioned, qualified and acting Notary Public within and for the County and State aforesaid, personally appeared David Stevens, to me well known as the President of Funland R.B.S. Incorporated, an Arkansas corporation, and stated that he had signed and acknowledged the foregoing as his voluntary act and deed.

WITNESS my hand and seal this 22 day of December, 2000.



Notary Public


John P. Neihouse, Notary Public
Washington County, Arkansas
My Commission Expires 02-25-2007

ACKNOWLEDGMENT

STATE OF ARKANSAS)
) ss
COUNTY OF WASHINGTON)

Before me, the undersigned duly commissioned, qualified and acting Notary Public within and for the County and State aforesaid, personally appeared David Stevens, to me well known as the President of Funland R.B.S. Incorporated, a Florida corporation, and stated that he had signed and acknowledged the foregoing as his voluntary act and deed.

WITNESS my hand and seal this 22 day of December, 2000.



Notary Public

John P. Neihouse, Notary Public
Washington County, Arkansas
My Commission Expires 02-25-2007

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated the 22 day of December, 2000, made between Funland R.B.S. Incorporated, an Arkansas corporation ("Funland Arkansas") and Funland R.B.S. Incorporated, a Florida corporation ("Funland Florida");

WHEREAS, the board of directors of each of these corporations, in consideration of the mutual agreements of each corporation as set forth herein, deem it advisable and to the benefit of these corporations and their respective shareholders, that Funland Florida merge into Funland Arkansas as authorized by the statutes of the states of Arkansas and Florida, on the terms and conditions set forth in this Agreement;

WHEREAS, Funland Florida has authorized capital stock consisting of Seven Thousand Five Hundred (7,500) shares, One Dollar (\$1.00) par value per share, which shares are outstanding as follows.

<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Number of Outstanding Shares</u>
Common	7500	500

WHEREAS, Funland Arkansas has authorized capital stock consisting of Two Hundred Thousand shares, One Dollar (\$1.00) par value per share, which shares are divided into two (2) classes and outstanding as follows:

<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Number of Outstanding Shares</u>
Voting Common	100,000	2
Non-voting Common	100,000	-0-

IT IS THEREFORE AGREED AS FOLLOWS:

1. Parties to the Merger. The parties to this merger shall be Funland Florida and Funland Arkansas.

2. Surviving Corporation. Funland Florida shall merge into Funland Arkansas and Funland Arkansas shall be the sole surviving corporation.

3. Terms and Conditions of Merger.

3.1 Bylaws of Surviving Corporation. The bylaws of Funland Arkansas as of the date of this Agreement shall continue to be the bylaws of Funland Arkansas; as the surviving

corporation, until such time as said bylaws may be properly amended in accordance with the terms thereof.

3.2 Directors of the Surviving Corporation. The persons serving on the board of directors of Funland Arkansas as of the date of this Agreement shall continue to be the directors of Funland Arkansas as the surviving corporation until such time as their replacements are duly elected and installed on the board of directors.

3.3 Annual Meeting of Shareholders of the Surviving Corporation. The first annual meeting of the shareholders of Funland Arkansas after the merger, shall be the annual meeting provided for by the bylaws of Funland Arkansas after the merger.

3.4 Surviving Corporation Liable for Expenses. Funland Arkansas, as the surviving corporation, shall be liable for all the expenses associated with this merger.

3.5 Effect of Merger on Funland Florida. As of January 1, 2001, the date when this Agreement shall be effective, under the terms of the Arkansas Business Corporation Act and the Florida Business Corporation Act, the separate existence of Funland Florida shall cease, and Funland Florida shall be merged into Funland Arkansas, the surviving corporation, in accordance with the terms of this Agreement, which corporation shall possess all the rights, privileges, power and franchises and be subject to all the restrictions, disabilities and duties of each of the parties to this Agreement, and all property, rights and privileges, powers and franchises and every other interest shall be thereafter as effectually the property of Funland Arkansas, and all debts, liabilities and duties of Funland Florida shall attach to Funland Arkansas, and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.


4. Manner and Basis of Converting Shares of Funland Florida. Upon the effective date of the merger, the total outstanding shares of Common Stock of Funland Florida shall be surrendered and canceled. The total outstanding shares of Funland Florida, consisting of Five Hundred (500) shares of Common Stock shall be converted into eight (8) shares of Voting Common Stock and Four Hundred Ninety (490) shares of Non-Voting Common Stock to be issued as follows:_____

<u>Name</u>	<u>Shares of Voting Common</u>	<u>Shares of Non-Voting Common</u>
David Stevens	4	245
Judith Stevens	4	245


5. Requirement of Filing. This Agreement of Merger shall be filed as part of Articles of Merger, in the offices of the Secretary of State of Arkansas and the Secretary of State of Florida, and shall be effective when and as provided in the Arkansas Business Corporation Act and the Florida Business Corporation Act.

The parties to this Agreement, pursuant to authority duly given by their respective boards of directors and shareholders, have caused this Agreement to be executed by the President of each corporation.

FUNLAND R.B.S. INCORPORATED
(an Arkansas corporation)

BY: 
David Stevens, President

FUNLAND R.B.S. INCORPORATED
(a Florida corporation)

BY: 
David Stevens, President