

H 37278

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01 DEC 31 PM 2:12
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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December 31, 2001

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF MERGER**, along with a check in the amount of **\$105.00** for the requisite filing fees and for **(2) CERTIFIED COPIES** for the following entities:

LISENBY ASSOCIATES, LTD.

Document Number: A18872

THE LISENBY CORPORATION

Document Number: H37278

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****105.00 ****105.00

Upon receipt, please "date-stamp" the copy of the letter provided, and call me at 577-9090, when the certified copies are ready. Thank you for your assistance in this matter.

Very truly yours,

Jill W. May

Jill W. May, Paralegal

H 37278
JR

/jwm
Enclosures



**ARTICLES OF MERGER
MERGING
LISENBY ASSOCIATES, LTD.
WITH AND INTO
THE LISENBY CORPORATION**

Pursuant to Sections 620.201 and 607.203 of the Florida Revised Uniform Limited Partnership Act and Sections 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act, LISENBY ASSOCIATES, LTD. ("Lisenby Ltd"), a Florida limited partnership, and THE LISENBY CORPORATION ("Lisenby Corp"), a Florida corporation, hereby adopt the following Articles of Merger:

ARTICLE I

The name, type of entity and state of organization of each of the constituent business entities are as follows:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
LISENBY ASSOCIATES, LTD.	Florida	Partnership
THE LISENBY CORPORATION	Florida	Corporation

ARTICLE II

Effective as of December 31, 2001 (the "Effective Date"), Lisenby Ltd shall be merged with and into Lisenby Corp and Lisenby Corp shall be the surviving business entity.

ARTICLE III

The Plan of Merger pursuant to which Lisenby Ltd shall merge with and into Lisenby Corp (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

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ARTICLE IV

The Plan of Merger was adopted and approved on November 12, 2001 by the general partner and all of the limited partners of Lisenby Ltd, in accordance with the applicable provisions of Chapter 620, *Florida Statutes*. The Plan of Merger was adopted by the Board of Directors and approved by all of the shareholders of Lisenby Corp on November 12, 2001, in accordance with the applicable provisions of Chapter 607, *Florida Statutes*. There are no dissenting partners or dissenting shareholders of either of the constituent business entities.

IN WITNESS WHEREOF, these Articles of Merger are dated this 12th day of November, 2001.

THE LISEBY CORPORATION, a Florida corporation

By: Terry Bangs
Terry Bangs, its President

LISEBY ASSOCIATES, LTD., a Florida limited partnership.

By: THE LISEBY CORPORATION, a Florida corporation, its general partner

By: Terry Bangs
Terry Bangs, its President

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
LISENBY ASSOCIATES, LTD.
WITH AND INTO
THE LISENBY CORPORATION**

THIS PLAN OF MERGER among **LISENBY ASSOCIATES, LTD.**, a Florida limited partnership ("Lisenby Ltd"), and **THE LISENBY CORPORATION**, a Florida corporation ("Lisenby Corp").

1. The principal place of business for both Lisenby Ltd and Lisenby Corp is located at 1095 W. Morse Boulevard, Winter Park, Florida 32789.

2. Lisenby Corp has one thousand (1,000) shares of capital stock issued and outstanding (the "**Lisenby Corp Stock**"), five hundred (500) shares of which are issued to Terry W. Bangs ("**Bangs**") and five hundred (500) shares of which are issued to Kenneth H. Schultz ("**Schultz**") (with such parties in such context collectively referred to herein as the "**Shareholders**"), and there are no options or other rights to acquire additional shares of capital stock issued or outstanding.

3. The interests in the capital and profits of Lisenby Ltd (the "**Partnership Interests**") are owned ten percent (10%) by Lisenby Corp as general partner, forty-five percent (45%) by Bangs as limited partner, and forty-five percent (45%) by Schultz as limited partner (with such parties in such context collectively referred to herein as the "**Partners**"), and there are no options or other rights to acquire additional capital or profits interests issued or outstanding.

4. Lisenby Ltd will merge with and into Lisenby Corp at the Effective Time (as defined below), whereupon Lisenby Ltd will cease to exist and the businesses of Lisenby Ltd and Lisenby Corp will continue through the Surviving Corporation (as defined below).

ARTICLE I

1.1 **Names of Constituent Entities.**

Name of Target Entity	LISENBY ASSOCIATES, LTD., a Florida limited partnership
Name of Surviving Entity	THE LISENBY CORPORATION, a Florida corporation

1.2 **The Merger.** At the Effective Time, Lisenby Ltd shall merge with and into Lisenby Corp (the "**Merger**"), the separate existence of Lisenby Ltd shall thereupon cease, and Lisenby Corp shall be the surviving corporation in the Merger (the "**Surviving Corporation**") and shall continue its corporate existence under the laws of the State of Florida.

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1.3 Effect of Merger. The Merger shall have the effects set forth in the Florida Business Corporations Act, as amended (the "FBCA"), and the Florida Revised Uniform Limited Partnership Act, as amended (the "FRULPA") (with the FBCA and the FRULPA referred to herein collectively as the "Acts").

1.4 Effective Time. The Merger shall become effective as of the close of business on December 31, 2001 (the "Effective Time"). The Parties hereto will file with the Florida Secretary of State (the "Secretary of State") the Articles of Merger and other necessary documents (the "Merger Documents"), in such form as required by, and executed in accordance with, the relevant provisions of the Acts in order to effect the Merger as of the Effective Time.

ARTICLE 2

2.1 Lisenby Corp Stock. At the Effective Time, each share of Lisenby Corp Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock of the Surviving Corporation. No additional shares of Lisenby Corp Stock shall be issued to the Partners or to any other person or entity in connection with the Merger.

2.2 Lisenby Ltd Partnership Interests. As of the Effective Time, all of the Partnership Interests issued and outstanding immediately prior thereto shall be surrendered and canceled.

2.3 No Conversion. Since all of the Partnership Interests issued and outstanding immediately prior to the Effective Time are owned, directly or indirectly, by Bangs and Schultz in the same proportion as their ownership of the Lisenby Corp Stock, and since Lisenby Ltd is merging with and into its general partner (which is wholly owned by Bangs and Schultz), no conversion of the issued and outstanding Partnership Interests into Lisenby Corp Stock is necessary. Therefore, immediately after the Merger, the Lisenby Corp Stock shall continue to be issued and owned as follows:

Shareholder	Shares of Lisenby Corp Stock
Ken Schultz	500
Terry Bangs	500
Total	1,000

2.4 Federal Income Tax Treatment. For U.S. Federal Income Tax purposes, the Merger shall be treated as if: (i) Bangs and Schultz contribute, pursuant to Section 351 of the Internal Revenue Code of 1986, as amended (the "Code"), all of their Partnership Interests (as limited partners) to Lisenby Corp, and (ii) Lisenby Ltd, (deemed as thereby having Lisenby Corp as its only partner), then distributes all of its assets and liabilities to Lisenby Corp in complete liquidation, pursuant to Sections 731 and 732 of the Code.

2.5 Rights and Obligations of Lisenby Corp. In accordance with the applicable provisions of the FBCA: (i) the Surviving Corporation shall possess, insofar as permitted by the FBCA all rights, privileges and powers of Lisenby Ltd, (ii) all property and assets of Lisenby Ltd shall vest in the Surviving Corporation without any further act or deed, and (iii) the Surviving Corporation shall assume and be liable for all liabilities and obligations of Lisenby Ltd.

ARTICLE 3

3.1 Certificate of Limited Partnership. The Certificate of Limited Partnership of Lisenby Ltd in effect immediately prior to the Effective Time shall be canceled and thereafter of no further force or effect as of the Effective Time.

3.2 Agreement of Limited Partnership. Without further action by the parties other than the adoption of this Plan of Merger, the Limited Partnership Agreement of Lisenby Ltd, dated as of January 16, 1985, as thereafter amended, shall be terminated and thereafter of no further force or effect as of the Effective Time.

3.3 Lisenby Corp Articles of Incorporation. The Articles of Incorporation of Lisenby Corp in effect immediately prior to the Effective Time shall be and will remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

3.4 Lisenby Corp Bylaws. The Bylaws of Lisenby Corp in effect immediately prior to the Effective Time shall be and will remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended, or repealed as provided by law.

3.5 Lisenby Corp Board of Directors. The membership of the Board of Directors of Lisenby Corp in effect immediately prior to the Effective Time shall be and will remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and qualified and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

ARTICLE 4

4.1 Amendment. The Constituent Entities, by mutual consent, may amend this Plan of Merger prior to the filing of the Articles of Merger with the Secretary of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the Shareholders and the Partners shall be subject to the limitations specified in the Acts.

4.2 Termination. This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State, whether before or after adoption of this Plan of Merger by the Shareholders and the Partners if the Board of Directors of Lisenby Corp (whether acting on its own behalf or in its capacity as general partner of Lisenby Ltd) determines that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

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4.3 Partner and Shareholder Approval. This Plan of Merger shall be submitted to the Partners and Shareholders for approval prior to the Effective Time.

4.4 Filing of Articles of Merger. After obtaining such approval by the Shareholders and the Partners, the President and Secretary of Lisenby Corp are hereby authorized and directed to cause all required documents to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Time.

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

LISENBY ASSOCIATES, LTD. a Florida entity A18872

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INTO

THE LISENBY CORPORATION, a Florida entity, H37278

File date: December 31, 2001

Corporate Specialist: Tammi Cline