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April 25, 2000

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Merger of Corporations  
Florida Mardi Gras, Inc./Thompson Group, Inc.

Dear Sir or Madam:

FILED  
00 MAY -3 AM 11:12  
DEPT OF STATE  
TALLAHASSEE, FLORIDA

Enclosed please find Articles of Merger regarding the above referenced corporations, along with all appropriate documentation.

Also enclosed is a check in the amount of \$70 made payable to the Secretary of State.

Sincerely,

C. Frederick Thompson

Merger  
5-17-00  
bts

Enclosures

CFT/jld

First Union Bank Building

104 N. Main Street

Suite 300

Gainesville, Florida 32601

Telephone: 352/378-4814

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

FLORIDA MARDI GRAS, a Florida corporation, P94000068495

INTO

**THOMPSON GROUP, INC.**, a Florida entity, J01321.

File date: May 3, 2000

Corporate Specialist: Doug Spitler

## ARTICLES OF MERGER

This Agreement is made this 1<sup>st</sup> day of January, 2000, by and between FLORIDA MARDI GRAS, INC., a Florida corporation, and THOMPSON GROUP, INC., a Florida corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that FLORIDA MARDI GRAS, INC., a Florida corporation, ("the disappearing corporation") be merged into THOMPSON GROUP, INC. a Florida corporation, ("the surviving corporation") under the laws of the State of Florida in the manner provided therefore pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act.

NOW THEREFORE, in consideration of the premises and of the mutual agreement herein contained the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

### AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the disappearing corporations shall be merged into the surviving corporation.

### NAME OF THE SURVIVING CORPORATION

2. The name of the surviving corporation shall be THOMPSON GROUP, INC.

### PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Florida where the principal office of the surviving corporation is to be located is 104 North Main Street, Suite 300, Gainesville, Florida, 32601, Alachua County.

### PURPOSE OF SURVIVING CORPORATION

4. The purposes of the surviving corporation is to engage in any lawful act or activity for which a corporation may be formed under the provision of Section 607.1101 of the Florida General Corporation Act.

### AUTHORIZED SHARE OF SURVIVING CORPORATION

5. The present number of shares of FLORIDA MARDI GRAS, INC., a Florida corporation, the disappearing corporation, is authorized to issue in One Thousand (1,000) shares of one (\$1.00) dollar par common stock of which Two Hundred (200) shares are now issued and outstanding. The present number of shares which THOMPSON GROUP, INC.

FILED  
00 MAY -3 AM 11:12  
TALLAHASSEE FLORIDA

#### FIRST OFFICERS AND DIRECTORS

6. The first director of the surviving corporation shall be C. FREDERICK THOMPSON and shall serve until the next annual election of directors unless removed sooner at a duly called meeting of shareholders. The first officer of the surviving corporation shall be C. FREDERICK THOMPSON, as President and as Secretary/Treasurer.

#### NAME AND RESIDENT AGENT OF CORPORATION

7. C. FREDERICK THOMPSON, 104 North Main Street, Suite 300, Gainesville, Florida 32601, Alachua County, in which the principal office of the surviving corporation is located, shall be, and hereby is appointed as the person on whom process, tax notices and demands against THOMPSON GROUP, INC., or any of said Constituent corporations, may be served.

#### MODE OF EFFECTIVE MERGE

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporations into shares of the surviving corporation, shall be as follows:

The shareholders of the disappearing corporation shall surrender their certificate or certificates to the surviving corporation on January 1, 2000 (being the effective date of this Agreement). Upon surrender to the surviving corporation of the respective certificates for the outstanding shares of the disappearing corporations, there shall not be issued to the respective holder hereof, any shares of the surviving corporation in substitution.

#### REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION; POOLING OF INTEREST

9. The assets of the disappearing corporations shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

#### ARTICLES OF INCORPORATION

10. The Articles of Incorporation of THOMPSON GROUP, INC., shall continue to be the Articles of the surviving corporation, until, amended as provided by law.

#### BY-LAWS

11. The By-Laws of THOMPSON GROUP, INC., shall be the By-Laws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

12. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholders and the shareholders desiring to sell such shares to the corporation.

EFFECTIVE DATE OF MERGER

13. This merger shall become effective as of January 1, 2000. The term "effective date," wherever used in this Plan of Merger, shall mean the effective date herein described.

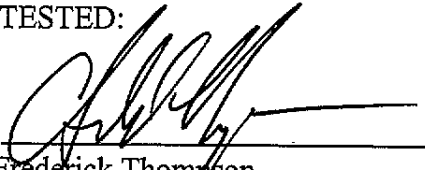
DIRECTORS RIGHT TO ABANDON MERGER

14. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of these Articles of Merger.

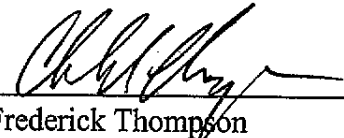
EXECUTION

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

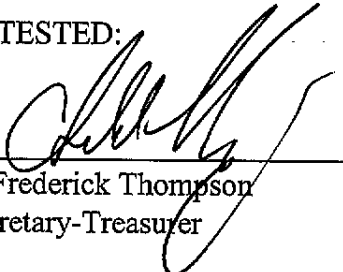
ATTESTED:

By:   
C. Frederick Thompson  
Secretary-Treasurer

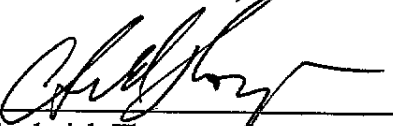
FLORIDA MARDI GRAS, INC.

By:   
C. Frederick Thompson  
President

ATTESTED:

By:   
C. Frederick Thompson  
Secretary-Treasurer

THOMPSON GROUP, INC.

By:   
C. Frederick Thompson  
President

CERTIFICATE

I, C. FREDERICK THOMPSON, as President and Secretary/Treasurer of THOMPSON GROUP, INC., do hereby certify:

1. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the Directors of THOMPSON GROUP, INC. consented in writing on January 1, 2000, to the adoption of the foregoing Articles of Merger.

2. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the stockholders of THOMPSON GROUP, INC., consented in writing on January 1, 2000, to the adoption of the foregoing Articles of Merger and authorized the President and Secretary of THOMPSON GROUP, INC. to execute said Articles on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 1<sup>st</sup> day of January, 2000.

THOMPSON GROUP, INC.

By: \_\_\_\_\_

C. Frederick Thompson,  
President

ATTEST:

By: \_\_\_\_\_

C. Frederick Thompson,  
Secretary-Treasurer

(SEAL)

CERTIFICATE

I, C. FREDERICK THOMPSON, as President and Secretary/Treasurer of FLORIDA MARDI GRAS, INC., do hereby certify:

1. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the Directors of THOMPSON GROUP, INC. consented in writing on January 1, 2000, to the adoption of the foregoing Articles of Merger.

2. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the stockholders of THOMPSON GROUP, INC., consented in writing on January 1, 2000, to the adoption of the foregoing Articles of Merger and authorized the President and Secretary of THOMPSON GROUP, INC. to execute said Articles on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 1<sup>st</sup> day of January, 2000.

FLORIDA MARDI GRAS, INC.

By: 

C. Frederick Thompson,  
President

ATTEST:

By: 

C. Frederick Thompson,  
Secretary-Treasurer

(SEAL)

APPROVAL BY DIRECTORS

This agreement of merger of the undersigned corporations was adopted pursuant to Section 607.1101 of the Florida General Corporation Act.

EFFECTIVE DATE

The merger of the undersigned corporations will be come effective January 1, 2000.



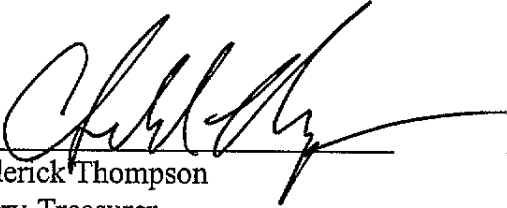
ADOPTION OF PLAN OF MERGER

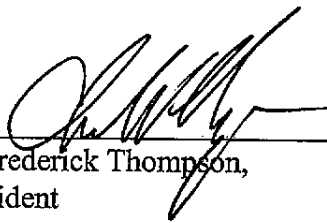
The shareholders of THOMPSON GROUP, INC., adopted the plan of merger on January 1, 2000. The shareholders of FLORIDA MARDI GRAS, INC., adopted the plan of merger on January 1, 2000.

Dated: Jan 2000

ATTESTED:

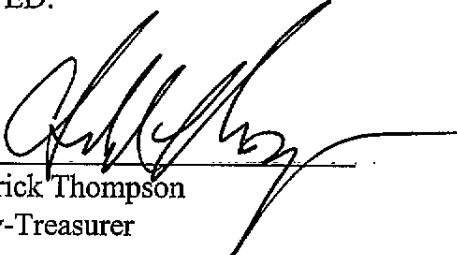
THOMPSON GROUP, INC.

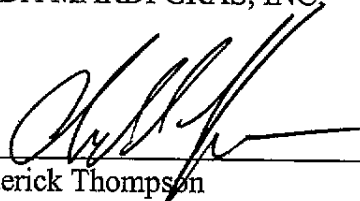
By:   
C. Frederick Thompson  
Secretary-Treasurer

By:   
C. Frederick Thompson,  
President

ATTESTED:

FLORIDA MARDI GRAS, INC.

By:   
C. Frederick Thompson  
Secretary-Treasurer

By:   
C. Frederick Thompson  
President

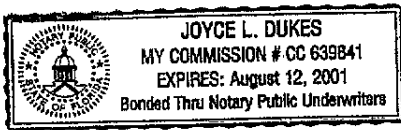
ACKNOWLEDGMENTS

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on January 1, 2000, before me as an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared C. FREDERICK THOMPSON, as President and as Secretary/Treasurer of THOMPSON GROUP, INC., a Florida corporation, and acknowledged before me that he executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 1<sup>st</sup> day of January, 2000.

(SEAL)



Joyce L. Dukes  
Notary Public  
Print Name: Joyce L. Dukes  
My Commission Expires:  
My Commission Number:

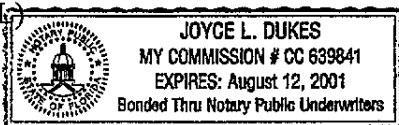
Personally Known ☒ Produced Identification \_\_\_\_\_  
Type of Identification \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on January 1, 2000, before me as an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared C. FREDERICK THOMPSON, as President and as Secretary/Treasurer of FLORIDA MARDI GRAS, INC., a Florida corporation, and acknowledged before me that he executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 1<sup>st</sup> day of January, 2000.

(SEAL)



Joyce L. Dukes  
Notary Public  
Print Name: Joyce L. Dukes  
My Commission Expires:  
My Commission Number:

Personally Known ☒ Produced Identification \_\_\_\_\_  
Type of Identification \_\_\_\_\_