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February 1, 1999

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99 FEB -2 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA AIRBORNE EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: GREAT PANDA COMPANY

Dear Sir/Madam:

Enclosed are the following documents in connection with the merger of GREAT PANDA COMPANY, a Florida corporation ("GREAT PANDA FLORIDA") into GREAT PANDA COMPANY, a Georgia corporation ("GREAT PANDA GEORGIA"):

1. The original and one conformed copy of the Articles of Merger with the Agreement and Plan of Merger attached thereto as Exhibit "A"; and
2. A check payable to the Florida Department of State of in the amount of \$70.00 for the merger filing fee (\$35.00 for each Georgia and Florida corporations).

It would be appreciated if you would issue a Certificate of Merger and attach it to the conformed copy of the Articles of Merger and mail the Certificate to the undersigned. If you have any questions, please call me at 770/379-1451. We are simultaneously filing merger documents in Georgia, so it is essential that the merger be completed effective today.

Thanks in advance for your help. Your assistance is greatly appreciated.

With warm regards,

George D. Menden
George D. Menden

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TALLAHASSEE, FLORIDA

Enclosures

George D. Menden
LAW OFFICES OF
MENDEN & FREIMAN, LLP

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SUITE 1200
ATLANTA, GEORGIA 30346
(770) 379-1450

enter system this

Serving clients in matters related to business sales and acquisitions, business planning, business law, federal and state taxation, estate planning, trusts and charitable giving.

Merger
RE-25
Document

ARTICLES OF MERGER
Merger Sheet

MERGING:

GREAT PANDA COMPANY, a Florida corporation, document number K02999

INTO

GREAT PANDA COMPANY, a Georgia corporation not qualified in Florida.

File date: February 2, 1999

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER
GREAT PANDA COMPANY
a Florida Corporation**

with and into

**GREAT PANDA COMPANY
a Georgia Corporation**

99 FEB -2 PM 2:20
F. M. F. D.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned surviving corporation pursuant to the provisions of §607 of the Florida Business Corporation Law (the "FL Corporation Law") and §14-2-1102, *et. seq.*, of the Georgia Business Corporation Code (the "Georgia Corporation Code") hereby executes the following Articles of Merger.

1. The name of the surviving corporation is GREAT PANDA COMPANY, a Georgia corporation ("GREAT PANDA GEORGIA"). The address of the principal office of GREAT PANDA GEORGIA is 4228 Nobleman Point, City of Duluth, Georgia 30097.

2. The corporation to be merged into GREAT PANDA GEORGIA is GREAT PANDA COMPANY, a Florida corporation ("GREAT PANDA FLORIDA").

3. GREAT PANDA GEORGIA, the surviving corporation, shall be governed by the laws of the State of Georgia.

4. Prior to the merger, Andy Hai-jin Fang and Gloria P. Fang each own fifty (50%) percent of the issued and outstanding shares of stock of GREAT PANDA GEORGIA and GREAT PANDA FLORIDA.

5. The Agreement and Plan of Merger attached hereto as Exhibit "A" was duly approved by the unanimous consent of the Boards of Directors and Shareholders of GREAT PANDA GEORGIA and GREAT PANDA FLORIDA as of February 1, 1999.

6. The merger is permitted by the laws of the States of Georgia and Florida, and the corporations have fully complied with the laws of both such states in effecting the merger.

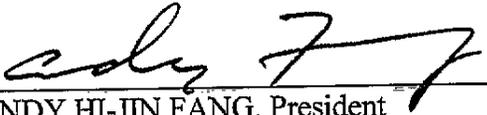
7. The surviving corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in Florida in any proceeding respecting GREAT PANDA GEORGIA.

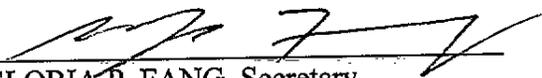
8. There are no dissenting shareholder from this transaction.

9. The merger shall be effective February 1, 1999.

IN WITNESS WHEREOF, GREAT PANDA GEORGIA and GREAT PANDA FLORIDA
have caused these Articles of Merger to be executed this 1st day of February, 1999.

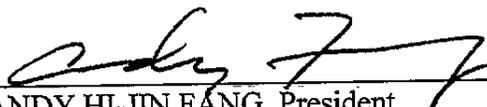
GREAT PANDA COMPANY, a Georgia
company

By: 
ANDY HI-JIN FANG, President

Attest: 
GLORIA P. FANG, Secretary

[CORPORATE SEAL]

GREAT PANDA COMPANY, a Florida
company

By: 
ANDY HI-JIN FANG, President

Attest: 
GLORIA P. FANG, Secretary

[CORPORATE SEAL]

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 1st day of February, 1999 by and between GREAT PANDA COMPANY, a Georgia corporation ("GREAT PANDA GEORGIA") and GREAT PANDA COMPANY, a Florida corporation ("GREAT PANDA FLORIDA").

WITNESSETH:

WHEREAS, GREAT PANDA GEORGIA is a corporation having filed its Certificate of Incorporation with the Secretary of State on of Georgia on February 1, 1999 with authorized capital of 1,000 shares, \$1.00 par value per share (all of which stock is voting stock), of which 200 shares are issued, outstanding and owned by Andy Hai-jin Fang and Gloria P. Fang as of the date hereof; and

WHEREAS, GREAT PANDA FLORIDA is a corporation incorporated under the laws of the State of Florida on December 1, 1987 with authorized capital of 1,000 shares of common stock, \$1.00 par value per share (all of which stock is voting stock), of which 200 shares are issued, outstanding and owned by Andy Hai-jin Fang and Gloria P. Fang as of the date hereof; and

WHEREAS, the Boards of Directors and shareholders of GREAT PANDA GEORGIA and GREAT PANDA FLORIDA are of the unanimous opinion that the merger of GREAT PANDA FLORIDA into GREAT PANDA GEORGIA will result in more economical and efficient operation of the activities of the Merging Corporations; and

WHEREAS, the merger of the Merging Corporations shall occur pursuant to §368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, for and in consideration of the mutual agreements, promises and covenants contained herein, the Merging Corporations do hereby agree, subject to the approval and adoption of the Agreement as hereinafter provided, as follows:

1. Definitions

- 1.1 **"Effective Date of Merger"** means February 1, 1999.
- 1.2 **"Merging Corporations"** means GREAT PANDA GEORGIA and GREAT PANDA FLORIDA.
- 1.3 **"Surviving Corporation"** means GREAT PANDA GEORGIA.
- 1.4 **"Terminating Corporation"** means GREAT PANDA FLORIDA.

2. Purpose and Authorization

The proposed merger will promote greater efficiency and economy in the management and operation of the business of the Merging Corporations and will be to the advantage of the Surviving Corporation and its present and future shareholders.

This Agreement shall constitute a Plan of Merger for the merger of GREAT PANDA FLORIDA into GREAT PANDA GEORGIA. The merger is authorized by §14-2-1101 of the Georgia Business Corporation Code (the "Georgia Corporation Code") and §607 of the Florida Business Corporation Act (the "FL Corporation Law").

3. Corporate Existence of Surviving Corporation and Effect of Merger

3.1 **Corporate Existence.** In accordance with the applicable laws of the States of Georgia and Florida, the Terminating Corporation shall, on the Effective Date of Merger, be merged into GREAT PANDA GEORGIA, which shall be the surviving corporation and shall continue to exist and be governed by the laws of the State of Georgia.

3.2 **Identity, Existence, Etc.** On and after the Effective Date of Merger, the Surviving Corporation shall retain its same corporate identity, name, existence, purposes, powers, franchises, rights and immunities, and except as provided herein shall in all respects be unaffected and unimpaired by the merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Terminating Corporation shall be merged and fully vested in the Surviving Corporation. The existence of the Terminating Corporation shall cease on the Effective Date of Merger and the Merging Corporations shall be and become a single corporation.

3.3 **Rights, Privileges, Etc.** On and after the Effective Date of Merger, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises of the Terminating Corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due the Terminating Corporation 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 the Terminating Corporation shall not revert or be in any way impaired by reason of the merger.

3.4 **Liabilities and Obligations.** On and after the Effective Date of Merger, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Terminating Corporation, if any, and any claim existing or action or proceeding pending by or against the Terminating Corporation may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the Terminating Corporation. Neither the rights of creditors nor any liens upon the property of the Terminating Corporation shall be impaired by the merger.

4. Share Ownership of Surviving Corporation.

4.1 **Share Ownership.** Share ownership of the Surviving Corporation shall be completely and wholly unaffected by the merger. Additionally, the merger will have no effect on the character, class or preference of shares of GREAT PANDA GEORGIA.

5. Manner and Basis of Conversion of Shares of Stock

5.1 **Conversion of Shares.** All of the shares of capital stock of GREAT PANDA GEORGIA and GREAT PANDA FLORIDA which are issued and outstanding immediately prior to the Effective Date of Merger are owned by Andy Hai-jin Fang and Gloria P. Fang. Because the same individual owns all of the stock of both Merging Corporations, the shareholders will hold identical beneficial interests in the assets of the Merging Corporations immediately before and after this merger. Accordingly, a share exchange or the issuance of additional shares of the Surviving Corporation to effect the merger is not considered necessary. Upon the Effective Date of Merger as a result of this transaction, all of the shares of common stock of GREAT PANDA FLORIDA that were issued and outstanding immediately prior to the Effective Date of Merger shall be cancelled and no new shares of capital stock of the Surviving Corporation shall be issued in place of such cancelled shares.

5.2 **Surrender of Certificate.** As soon as practical after the Effective Date of Merger, the shareholder of GREAT PANDA FLORIDA shall surrender to the Surviving Corporation the certificate representing all of his shares of GREAT PANDA FLORIDA common stock. After the Effective Date of Merger until so surrendered, the outstanding certificate of the shareholder of GREAT PANDA FLORIDA shall be deemed for all corporate purposes not to evidence any ownership of the capital stock of the Surviving Corporation.

6. Method of Carrying Out the Plan

This Agreement and Plan of Merger shall be approved and adopted by the Board of Directors and Shareholders of GREAT PANDA GEORGIA and GREAT PANDA FLORIDA.

The expenses incurred in carrying out the merger and recapitalization contemplated by this Agreement shall be paid by the Surviving Corporation. The expenses, if any, incurred by the GREAT PANDA FLORIDA shareholder shall be paid individually by him and not by the Surviving Corporation.

7. Conditions Upon Which the Plan Will Become Effective

To be effective, this Agreement and Plan of Merger must be approved by the Board of Directors and Shareholders of each of the Merging Corporations.

8. Plan of Reorganization

The Merging Corporations hereby adopt a plan of reorganization pursuant to the provisions of Internal Revenue Code Section 368(a)(1)(A), to be effectuated in the manner set forth herein.

9. Amendments, Waivers and Termination

Any term or provision contained in this Agreement may be waived, discharged, or terminated, and this Agreement may be terminated as a whole or abandoned at any time prior to the Effective Date of Merger by the consent of the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, the Surviving Corporation, pursuant to authority duly given by its Board of Directors and Shareholders and GREAT PANDA FLORIDA, has caused this Agreement and Plan of Merger to be duly executed and its corporate seal to be affixed on this 1st day of February, 1999.

GREAT PANDA CO., a Georgia Corporation

By: Andy Hai-jin Fang
Andy Hai-jin Fang, President

Attest: Gloria P. Fang
Gloria P. Fang, Secretary

[CORPORATE SEAL]