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816-960-0090
FACSIMILE 816-960-0041

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RHONDA L. KELLY
rhonda.kelly@kutakrock.com
(816) 960-0090

June 15, 2000

Florida Division of Corporations
Registration Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Dog Haus Arts, LLC
Articles of Organization and Articles of Merger

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-06/19/00--01129--010
*****50.00 *****50.00

Dear Sir or Madam:

Enclosed please find the following documents to be filed with your office in order to organize a Florida limited liability company and merge a Missouri LLC into the new Florida LLC:

1. Articles of Organization for Florida Limited Liability Company, in duplicate.
2. Check in the amount of \$155.00 to cover the filing fee for the Articles of Organization.
3. Articles of Merger with attached Plan of Merger, in duplicate.
4. Check in the amount of \$50.00 to cover the filing fee for the Articles of Merger.

Please file the Articles of Organization first before filing the Articles of Merger.

After the enclosed documents have been filed with your office, please return the file-stamped copies to our attention in the enclosed self-address envelope. Your prompt attention to this matter would be great appreciated.

FILED
JUN 19 4:20 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-7405

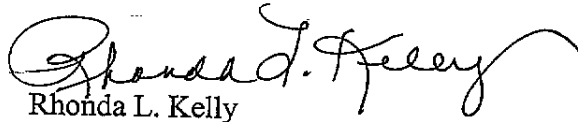
Name	_____
Availability	_____
Examiner	_____
Updater	_____
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Verifier	_____
Approval	_____
Witness	_____

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Florida Division of Corporations
June 15, 2000
Page 2

Should you have any questions regarding the enclosed documents, please do not hesitate to contact the undersigned at the above Missouri number.

Yours very truly,


Rhonda L. Kelly
Paralegal

gjo

Enclosures

cc: Robert B. Keim, Esq.

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. Dog Haus Arts, LLC 856 Keaton Parkway Ocoee, FL 34761	Florida	LLC
Florida Document/Registration Number: <u>L0000000 7405</u>		FEI Number: <u>Applied For</u>
2. Dog Haus Arts, LLC 856 Keaton Parkway Ocoee, FL 34761	Missouri	LLC
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Dog Haus Arts, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>856 Keaton Parkway</u>		
<u>Ocoee, FL 34761</u>		

Florida Document/Registration Number: 200-7405 FEI Number: Applied For

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
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Dog Haus Arts, LLC	<i>Margaret E. Carlson-Hoffman</i>	Margaret E. Carlson-Hoffman
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Dog Haus Arts, LLC	<i>Margaret E. Carlson-Hoffman</i>	Margaret E. Carlson-Hoffman
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TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations	Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00 XX
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Dog Haus Arts, LLC	Florida
Dog Haus Arts, LLC	Missouri

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Dog Haus Arts, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

The Operating Agreement of the non-surviving party shall be the Operating Agreement of the surviving party.

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each membership interest of the non-surviving party and each member's rights to profits, losses and distributions from the non-surviving party shall be converted into membership interest of the surviving party with the same rights to profits, losses and distributions from the surviving party.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

N/A

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TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Charles M. Hoffman
856 Keaton Parkway
Ocoee, FL 34761

Margaret E. Carlson-Hoffman
856 Keaton Parkway
Ocoee, FL 34761

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER
Merger Sheet

MERGING:

DOG HAUS ARTS, LLC a non qualified Missouri entity

,

into

DOG HAUS ARTS, LLC, a Florida entity L00000007405

File date: June 19, 2000

Corporate Specialist: Tammi Cline