

L010000002411

HOLLAND & Knight, LLP
Requester's Name

315 So. Calhoun St. Suite 600
Address

Tallahassee, FL 425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Jam Management of America, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. 8000003707628--0
EFFECTIVE DATE 7-19-01 -02/16/01--01074--021
(Corporation Name) (Document #) *****99.00 *****90.00

4. _____
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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

01100/02707/02710/000671

Examiner's Initials

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01 FEB 16 PM 2:15 STATE
CLERK OF SUPERIOR COURT
TALLAHASSEE, FL 32309
CITY CLERK
TALLAHASSEE, FL 32309

2-20-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

JAM MANAGEMENT OF AMERICA, INC., A FLORIDA ENTITY P99000062486

INTO

JAM MANAGEMENT OF AMERICA, LLC, a Florida entity, L01000002411

File date: February 16, 2001, effective February 19, 2001

Corporate Specialist: Trevor Brumbley



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

February 16, 2001

HOLLAND & KNIGHT, LLP

SUBJECT: JAM MANAGEMENT OF AMERICA, LLC
Ref. Number: L01000002411

We have received your document for JAM MANAGEMENT OF AMERICA, LLC and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following:

The plan of merger must contain 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.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 301A00009924

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
BETWEEN
JAM MANAGEMENT OF AMERICA, LLC
AND
JAM MANAGEMENT OF AMERICA, INC.**

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act and 607.1105 of the Florida Business Corporation Act, JAM Management of America, LLC, a Florida limited liability company (the "Surviving Company") and JAM Management of America, Inc., a Florida corporation (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Company (the "Merger"), which will be the surviving company in the Merger.

ARTICLE I

The Plan of Merger, dated as of February 19, 2001, effecting the Merger of the Merging Corporation with and into the Surviving Company is attached to, and made a part of, these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II

The effective time and date of the Merger shall be 12:01 a.m. on February 19, 2001.

ARTICLE III


The Plan of Merger was adopted by the Surviving Company by the unanimous written consent of its sole Member on February 15, 2001. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its Board of Directors and sole shareholder on February 15, 2001. Such approvals were made in accordance with Chapters 607 and 608 F.S.

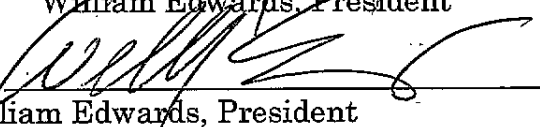
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger as of the 30th day of December, 2000.
15th February, 2001

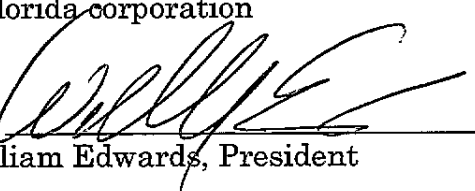
JAM MANAGEMENT OF AMERICA, LLC,
a Florida limited liability company

By: BIG 3 ENTERTAINMENT, INC.,
the sole member

By: 
William Edwards, President

By: 
William Edwards, President

JAM MANAGEMENT OF AMERICA, INC.,
a Florida corporation

By: 
William Edwards, President

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TALLAHASSEE, FLORIDA

EXHIBIT A

**PLAN OF MERGER
BETWEEN
JAM MANAGEMENT OF AMERICA, LLC
AND
JAM MANAGEMENT OF AMERICA, INC.**

JAM Management of America, LLC, a Florida limited liability company and JAM Management of America, Inc., a Florida corporation, hereby adopt the following Plan of Merger, dated as of February 19, 2001, pursuant to Section 607.1101 of the Florida Business Corporation Act.

(a) The name of each of the entities planning to merge is:

i) The name of the surviving company is JAM Management of America, LLC (the "Surviving Company"); and

ii) The name of the merging corporation is JAM Management of America, Inc. (the "Merging Corporation").

(b) The effective time and date of the merger shall be 12:01 a.m. on February 19, 2001 (the "Effective Time").

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Company shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. Because the sole member of the Surviving Company is also the sole shareholder of the Merging Corporation, at the Effective Time the shares of the Merging Corporation will be cancelled, and will not be converted. The Surviving Company shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

(d) The articles of organization of the Surviving Company at the Effective Time shall remain the articles of organization of the Surviving Company and will continue in full force and effect until changed, altered, or amended as therein provided.

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(e) The operating agreement of the Surviving Company at the Effective Time shall remain the operating agreement of the Surviving Company and will continue in full force and effect until changed, altered, or amended as therein provided.

(f) The sole member of the Surviving Company and the Board of Directors of the Merging Corporation may amend this Plan of Merger at any time prior to the filing of the Articles of Merger.

(g) The Merging Corporation and the Surviving Company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(h) The Board of Directors and the proper officers of the Merging Corporation and the sole Member of the Surviving Company, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, appropriate or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger provided for in the Plan of Merger.

(i) The manner and basis of converting the shares of each entity shall be as follows:

At the Effective Time, by virtue of the merger, the membership interests in the Surviving Company as of the Effective Time shall be unchanged. Any right to acquire shares shall be terminated or otherwise cancelled in the Merging Corporation.

(j) The Surviving Company is not managed by one or more managers.

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JENNIFER G. STALL
CLERK ALABAMA