

Mar-30-04 02:16P

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From: HINES NORMAN AND ASSOC  
Division of Corporations

813-254-6153

03/30/2004 16:06 #014 P.001/006

Page 1 of 1

**L040000023548**

Florida Department of State  
Division of Corporations  
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**4-1-04**

From:

Account Name : HINES NORMAN & ASSOCIATES, P.L.  
Account Number : I20000000107  
Phone : (813) 251-8659  
Fax Number : (813) 254-6153

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ALL INFORMATION  
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**MERGER OR SHARE EXCHANGE**

**BAYFAIR CHAMPIONS CLUB, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

**\$9000**

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**3-31-04**

From:HINES NORMAN AND ASSOC

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03/30/2004 16:06 #014 P.002/006

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**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.

1. The exact name, street address of its principal office, jurisdiction, and entity type for the merging entity are as follows:

Bayfair Champions Club, Inc.  
3717 W. North B Street  
Tampa, Florida, 33609  
corporation formed in Florida  
Florida Document Number: P02000097755  
FEI Number: 56-2294841

EFFECTIVE DATE  
4-1-04

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

Bayfair Champions Club, LLC  
3717 W. North B Street  
Tampa, Florida, 33609  
Limited liability formed in Florida  
Florida Document Number: L04000023548  
FEI Number: 65-1220911

3. 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.

4. The merger is permitted under the respective laws of Florida and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

5. The merger shall become effective as of 12:01 a. m., on April 1, 2004.

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

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**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of Bayfair Champions Club, Inc. and Bayfair Champions Club, LLC by their respective authorized parties, on the date or dates set forth below.

**BAYFAIR CHAMPIONS CLUB, INC.**

Attest: E. L. Allen, III  
Title: Secretary  
Date: March 24, 2004

J. Michael Morris  
J. Michael Morris, President, sole Director and Stockholder  
Date: March 24, 2004

**BAYFAIR CHAMPIONS CLUB, LLC**

Attest: E. L. Allen, III  
Title: Secretary  
Date: March 24, 2004

J. Michael Morris  
J. Michael Morris, Manager and President  
Date: March 24, 2004

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ST. LOUIS, MO  
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**PLAN OF MERGER**

**THIS PLAN OF MERGER** ("the Plan") is made and entered into as of March 29, 2004, by and among Bayfair Champions Club, LLC ("Company") and Bayfair Champions Club, Inc. ("Corporation").

**STIPULATIONS**

A. Company is a limited liability company organized and existing under the laws of State of Florida with its principal office at 3717 W. North B Street, Tampa, Florida 33609.

B. J. Michael Morris owns sixty-five percent (65%) of the Company's issued and outstanding membership units and David Seidenberg owns thirty-five percent (35%) of the Company's issued and outstanding membership units.

C. Company is a manager managed limited liability company. J. Michael Morris and David G. Seidenberg are the managers.

D. Corporation is organized and existing under the laws of State of Florida with its principal office at 3717 W. North B. Street, Tampa, Florida, 33609.

E. J. Michael Morris owns sixty-five percent (65%) of the Corporation's issued and outstanding stock and David Seidenberg owns thirty-five percent (35%) of the Corporation's issued and outstanding stock.

**BACKGROUND INFORMATION**

The Managers and Members of Company and the Directors and Stockholders of Corporation, by unanimous consent, have determined that it is advisable and to the advantage of each such business entity and its respective Members and Stockholders that Corporation be merged into Company, at the conclusion of which Company shall remain as the surviving entity and the existence of Corporation shall terminate. In furtherance thereof, the Managers and Members of Company and the Directors and Stockholders of Corporation have approved and adopted the terms of the Plan. The Managers of Company have recommended the adoption of the Plan and its underlying transactions to the Members of Company. The Directors of Corporation have recommended the adoption of the Plan and its underlying transactions to the Stockholders of Corporation. The Members of Company and the Stockholders of Corporation have approved the Plan, subject to the fulfillment of the conditions set forth herein. Accordingly, the merger shall be effected as follows:

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TAMPA, FLORIDA

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**OPERATIVE PROVISIONS**

1. **Merger.** In accordance with applicable provisions of the Florida Limited Liability Company Act, at the Effective Date (as defined under Paragraph 8), Corporation shall be merged with and into Company (the "Merger"), Company shall constitute the surviving entity of such Merger. The separate existence of Corporation shall cease and Company shall continue its existence pursuant to the laws of Florida.

2. **Closing Date.** Assuming all of the conditions stated in the Plan are satisfied, a closing (the "Closing") shall take place at the offices of Hines Norman Hines, P. L., at 315 S. Hyde Park Avenue, Tampa, Florida 33606, on April 1, 2004 (the "Closing Date").

3. **Terms and Conditions.** On the effective date of the Merger, the separate existence of Corporation shall cease, and Company shall succeed to all the rights, privileges, immunities, powers, franchises, real property, personal property, and mixed property of Corporation without the necessity for any separate transfer. Company shall thereafter be responsible and liable for all liabilities and obligations of Corporation and neither the rights of any creditors nor any liens on the property of Corporation shall be impaired by the Merger.

4. **Conversion of the Interests.** At Closing, Company shall issue one (1) membership unit to J. Michael Morris in exchange for each share of his stock in Corporation. Upon receipt of Company's membership units by J. Michael Morris, the stock of J. Michael Morris in Corporation shall be cancelled.

5. **Articles of Organization.** The Articles of Organization of the surviving entity, Company shall continue to be its Articles of Organization following the effective date of the Merger.

6. **Managers and Officers.** The managers and officers of the surviving entity, Company shall continue to be its Managers for the full, unexpired term of their respective offices and until their successors have been duly elected and qualified. The Managers of Company and their respective addresses are:

J. Michael Morris  
3717 W. North B Street  
Tampa, Florida, 33609

David G. Seidenberg  
3717 W. North B Street  
Tampa, Florida 33609

7. **Approval by the Members and Stockholders** The Plan shall reflect the approval of the respective managers and members of Company and the directors and stockholders of Corporation, upon the execution of the Plan by such parties.

8. **Effective Date.** The Effective Date of this Merger shall be 12:01 a.m., on April 1, 2004.

9. **Miscellaneous Provisions**

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(a). **Severability.** Every provision of the Plan is intended to be severable. If any term or provision hereof is illegal or invalid for any reason whatever, such illegality or invalidity shall not affect the validity of the remainder of the Plan.

(b). **Headings.** The headings of the Plan are inserted for convenience and identification only, and are in no way intended to describe, interpret, define or limit the scope, extent or intent hereof.

(c). **Application of Florida Law.** The Plan, and the application or interpretation thereof, shall be governed exclusively by its terms and by the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed the Plan to be effective for all purposes as of the Effective Date.

BAYFAIR CHAMPIONS CLUB, LLC,  
a Florida Limited Liability Company

By J. Michael Morris  
Its Manager and Member

David G. Seidenberg  
Its Manager and Member

BAYFAIR CHAMPIONS CLUB, Inc.,  
a Florida Corporation

By J. Michael Morris, President, Director and  
Stockholder

David G. Seidenberg, Stockholder

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA