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L 32609

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Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

4444 INTERNATIONAL, INC.

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Merger

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10-15-99

DC

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

616 M.R.S.K., INC., a Florida corporation, P95000018378

INTO

4444 INTERNATIONAL, INC., a Florida entity, L32609.

File date: October 15, 1999

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

OF

616 M.R.S.K., INC.

WITH AND INTO

4444 INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, 616 M.R.S.K., INC., a Florida corporation, and 4444 INTERNATIONAL, INC., a Florida corporation, do hereby agree to and adopt the following Articles of Merger for the purpose of merging 616 M.R.S.K., INC. with and into 4444 INTERNATIONAL, INC.:

1. The name of each of the undersigned Florida professional associations are 616 M.R.S.K., INC. and 4444 INTERNATIONAL, INC. The name which the surviving corporation is to have after the merger is 4444 INTERNATIONAL, INC.

2. The AGREEMENT AND PLAN OF MERGER OF 616 M.R.S.K., INC. WITH AND INTO 4444 INTERNATIONAL, INC. (the "Agreement and Plan of Merger") is attached hereto as "Exhibit A" and incorporated herein by reference.

3. The Board of Directors of 616 M.R.S.K., INC., one of the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger on October 11, 1999 and directed that such document be submitted to a vote of its shareholders. All of the issued and outstanding shares in 616 M.R.S.K., INC. that were entitled to vote on the Agreement and Plan of Merger voted for the approval and adoption of the Agreement and Plan of Merger on October 11, 1999.

4. The Board of Directors of 4444 INTERNATIONAL, INC., the surviving corporation in the merger, approved and adopted the Agreement and Plan of Merger on October 11, 1999 and directed that such document be submitted to a vote of its shareholders. All of the issued and outstanding shares in 4444 INTERNATIONAL, INC. that were entitled to vote on the Agreement and Plan of Merger voted for the approval and adoption of the Agreement and Plan of Merger on October 11, 1999.

5. The Agreement and Plan of Merger shall become effective upon filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned corporations hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto

SENT BY:

10-15-99 ; 12:52 ; ZIMMERMAN LAW FIRM→

Fl Dept of State:# 3/ 5

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and hereunto set their hands and seals this 11 day of October, 1999.

MERGING CORPORATION:

SURVIVING CORPORATION:

616 M.R.S.K., INC.

4444 INTERNATIONAL, INC.

By: Sharon Cobb, President
Sharon Cobb, President

By: Sharon Cobb, President
Sharon, Cobb, President

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EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER OF
616 M.R.S.K., INC.
WITH AND INTO 4444 INTERNATIONAL, INC.**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 11th day of October, 1999, by and between 616 M.R.S.K., INC., a Florida corporation (hereinafter sometimes referred to as the "Merging Corporation"), and 4444 INTERNATIONAL, INC., a Florida corporation (hereinafter sometimes referred to as the "Surviving Corporation"), said two (2) corporations hereinafter sometime referred to collectively as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Surviving Corporation is a wholly-owned subsidiary of the Merging Corporation; and

WHEREAS, the Board of Directors and the Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that the Merging Corporations be merged with and into the Surviving Corporation, under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

**ARTICLE I
TERMS OF MERGER**

The Merging Corporation shall be merged with and into the Surviving Corporation. The corporation surviving after the merger shall be the Surviving Corporation, and the separate corporate existence of the Merging Corporation shall cease as of the effective date of this Agreement and Plan of Merger. The Surviving Corporation shall retain the name of "4444 International, Inc." after the merger. As of the effective date of this Agreement and Plan of Merger, the Surviving Corporation shall possess all of the right, privileges, powers and franchises of the Merging Corporation, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

**ARTICLE II
CHARTER AND BYLAWS;
DIRECTORS AND OFFICERS**

The Articles of Incorporations and the By-Laws of the Surviving Corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of

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Incorporation and the By-Laws of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or By-Laws shall be affected by the merger hereunder. The persons who are the directors and officers of the Surviving Corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and shareholders of the Surviving Corporation without change, subject to the provisions of the Articles of Incorporation and By-Laws of the Surviving Corporation and the laws of the State of Florida.

ARTICLE III CONVERSION OF SHARES

The Merging Corporation has issued and outstanding one thousand (1,000) shares of common stock, par value of \$.01 each, held by two stockholders. The Merging Corporation owns all of the outstanding shares of common stock, par value of \$1.00 each, of the Surviving Corporation. After the effective date of this Agreement and Plan of Merger, each holder of issued and outstanding certificates representing shares of common stock in the Merging Corporation shall exchange his or her shares of stock in the Merging Corporation for the same number of shares in the Surviving Corporation as of the effective date of this Agreement and Plan of Merger. The outstanding certificate in the Surviving Corporation held by the Merging Corporation shall be canceled as of the effective date of this Agreement and Plan of Merger. The resulting stock certificates issued to the former holders of stock in the Merging Corporation representing one thousand (1,000) shares of common stock in the Surviving Corporation shall remain the only issued and outstanding certificates representing shares of stock in the Surviving Corporation.

ARTICLE IV EFFECTIVE DATE

The merger hereunder shall be effective as of the date of filing of this Agreement and Plan of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

MERGING CORPORATION:

616 M.R.S.K., INC.

By: Sharon Cobb, President
Sharon Cobb, President

SURVIVING CORPORATION:

4444 INTERNATIONAL, INC.

By: Sharon Cobb, President
Sharon Cobb, President