

HON. J. B. KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

FILED  
98 AUG 28 PM 2:40  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

1. Specialty Plastic Associates Inc. # 83198 J 12612  
(Corporation Name) (Document #)
2. Lecaine Bay Manufacturing Inc. P9300005  
(Corporation Name) (Document #)
3. United Lecaine Manufacturing Inc. L91832  
(Corporation Name) (Document #)
4. Merger  
(Corporation Name) (Document #)

RECEIVED  
AUG 28 AM 10:23  
DEPARTMENT OF CORPORATION

☐ Walk-in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

600002627386--6  
-08/28/98--01004--025  
\*\*\*\*105.00 \*\*\*\*105.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

Don  
8/28/98

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SPECIALTY PLASTIC ASSOCIATES, INC., a Florida corporation J12612

LEISURE BAY MANUFACTURING, INC., a Florida corporation P93000058992

INTO

UNITED LEISURE MANUFACTURING, INC., a Florida corporation, L97832.

File date: August 28, 1998 , effective August 31, 1998

Corporate Specialist: Annette Hogan

# HOLLAND & KNIGHT~MAGUIRE VOORHIS & WELLS

A Law Office of HOLLAND & KNIGHT LLP

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## VIA COURIER

August 27, 1998

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32314

Subject: Merger of Specialty Plastic Associates, Inc. and  
Leisure Bay Manufacturing, Inc. with and into  
United Leisure Manufacturing, Inc.

Dear Sir or Madam:

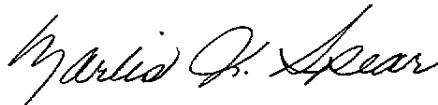
Enclosed please find the following in connection with above-referenced corporation --

1. Original and one photocopy of Articles of Merger (with Plan of Merger attached); and
2. A check in the amount of \$105.00 in payment of the filing fee of \$35.00 for each corporation.

Please file the original, date-stamp the photocopy with the filing information, and return the photocopy to our messenger.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,



Mrs. Marlis J. Spear  
Legal Assistant

/mjs

cc: Jay Van Heyde, Esq.

### HOLLAND & KNIGHT LLP / Office Locations

Atlanta • Boca Raton • Fort Lauderdale • Jacksonville • Lakeland • Melbourne • Mexico City • Miami • New York  
Northern Virginia • Orlando • San Francisco • St. Petersburg • Tallahassee • Tampa • Washington, D.C. • West Palm Beach

EFFECTIVE DATE  
8/31/98

FILED  
98 AUG 28 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF  
SPECIALTY PLASTIC ASSOCIATES, INC.  
AND LEISURE BAY MANUFACTURING, INC.  
WITH AND INTO  
UNITED LEISURE MANUFACTURING, INC.

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of SPECIALTY PLASTIC ASSOCIATES, INC., a Florida corporation, and LEISURE BAY MANUFACTURING, INC., a Florida corporation, with and into UNITED LEISURE MANUFACTURING, INC., a Florida corporation, with UNITED LEISURE MANUFACTURING, INC. being the surviving corporation, is attached hereto as Exhibit "A" and incorporated herein by reference.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated the 27th day of August, 1998.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the close of business on the 31st day of August, 1998.

Dated this 27th day of August, 1998.

SPECIALTY PLASTIC ASSOCIATES, INC.

By: 

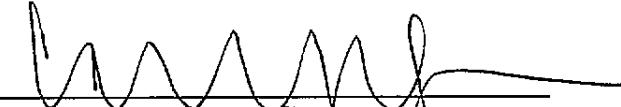
David R. Doebler, President

Attest: 

Candice B. Edgar, Secretary

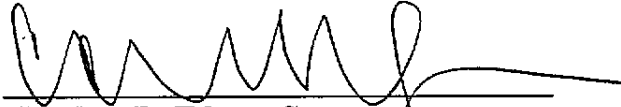
LEISURE BAY MANUFACTURING, INC.

By:   
David R. Doebl, President

Attest:   
Candice B. Edgar, Secretary

UNITED LEISURE MANUFACTURING,  
INC.

By:   
David R. Doebl, President

Attest:   
Candice B. Edgar, Secretary

**UNITED LEISURE MANUFACTURING, INC.**  
**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Agreement") is made and entered into August 27, 1998 by and among United Leisure Manufacturing, Inc., a Florida Corporation (the "Surviving Corporation") and Speciality Plastic Associates, Inc. and Leisure Bay Manufacturing, Inc., both of which are Florida corporations (collectively, the "Disappearing Corporations"), and which are within the controlled group of corporations of Leisure Bay Industries, Inc.

**Background Information**

A. Both of the Disappearing Corporations currently are first tier or second tier subsidiaries of Leisure Bay Industries, Inc., a Florida corporation (the "Parent") and are first tier subsidiaries of the Surviving Corporation.

B. The Parent desires to reorganize its corporate structure, and in connection therewith, has approved the merger of the corporations that are parties to this Agreement.

C. The Surviving Corporation desires to have the Disappearing Corporations merge with and into it, and the Disappearing Corporations desire to merge with and into the Surviving Corporation, all in accordance with Florida Statutes Section 607.1101 and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

**Agreement**

1. **Merger.** In accordance with Florida Statutes Section 607.1101 and Section 368(a)(1)(A) of the Code, the Disappearing Corporations shall merge with and into the Surviving Corporation as of the Effective Date of the Merger (as defined in Section 6 below).

2. **Effect of Merger.** Upon the consummation of the merger of the Disappearing Corporations with and into the Surviving Corporation, the separate existence of the Disappearing Corporations shall cease. United Leisure Manufacturing, Inc., as the Surviving Corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interest, rights, privileges, powers and franchises of the Surviving Corporation shall not be affected by the merger, and upon the merger, the Surviving Corporation,

without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interest, rights, privileges, powers and franchises of the Disappearing Corporations prior to the merger as provided in Florida Statutes Section 607.1106. Further, as provided in Florida Statutes Section 607.1106, all rights of creditors and any person or persons dealing with the Disappearing Corporations shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Disappearing Corporations shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Disappearing Corporations shall henceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if such obligations or duties had been incurred by the Surviving Corporation. Additionally, any existing claim, action or proceeding by or against the Disappearing Corporations or the Surviving Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in such proceedings for the Disappearing Corporations.

3. Manner of Conversion of Common Stock

(a) On the Effective Date of the Merger, each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

(b) All shares of common stock of the Disappearing Corporations shall be surrendered, delivered and canceled on the Effective Date of the Merger, and no additional shares of common stock of the Surviving Corporation shall be issued as a result of the merger.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect on the Effective Date of the Merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of the Surviving Corporation.

5. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall remain unchanged as a result of the merger and shall continue as the Bylaws of the Surviving Corporation.

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6. Effective Date. The effective date of the merger (the "Effective Date of the Merger") shall be the close of business on Monday, August 31, 1998.