



Nov-26-03 01:53P

P.01

Division of Corporations

Page 1 of 1

MO3000003889

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000325720 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

TO: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 NOV 26 AM 8:09

FILED

MERGER OR SHARE EXCHANGE

EW MERGER, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$87.50

03 NOV 26 PM 3:55
Division of Corporations

MO3-3889
\$ 60.00
OR

Electronic Filing Menu

Corporate Filing

Public Access Menu

EFFECTIVE DATE
11-26-03

ARTICLES OF MERGER
OF
EDWIN WATTS GOLF SHOPS, INC. 633989
 (a Florida corporation)
WITH AND INTO
EW MERGER, LLC M03-3889
 (a Delaware limited liability company)

Pursuant to the provisions of F.S. § 607.1109, the undersigned business entities hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Agreement and Plan of Merger was adopted by the Board of Directors and the sole shareholder of Edwin Watts Golf Shops, Inc. on November 26, 2003 in accordance with F.S. § 607.1103. The Agreement and Plan of Merger was approved by EW Merger, LLC, a Delaware limited liability company, in accordance with the applicable laws of the state under which it was formed.
3. The merger shall be effective on November 26, 2003.
4. The street address of the principal office of the surviving entity, EW Merger, LLC, is 20 Hill Avenue, N.W., Fort Walton Beach, Florida 32548.
6. The surviving entity, EW Merger, LLC, is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of the dissenting shareholder of Edwin Watts Golf Shops, Inc.
7. The surviving entity, EW Merger, LLC, has agreed to promptly pay to the dissenting shareholder of Edwin Watts Golf Shops, Inc. the amount, if any, to which such dissenting shareholder is entitled under § 607.1302.

[Signatures on following page]

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

03 NOV 25 AM 8:09

FILED

EFFECTIVE DATE
 11-26-03

IN WITNESS WHEREOF, the undersigned business entities have caused these Articles of Merger to be executed by their duly authorized representatives this 25th day of November, 2003

EDWIN WATTS GOLF SHOPS, INC.

By: [Signature]
Name: Edwin Watts
Title: President

EW MERGER, LLC

By: Edwin Watts Holding Company

By: [Signature]
Name: James R. Watts
Title: Secy

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 NOV 25 AM 8:09

FILED

Nov-26-03 01:54P

P.04

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

03 NOV 26 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger, dated as of the 26th day of November, 2003, Edwin Watts Golf Shops, Inc., a Florida corporation, shall be merged with and into EW Merger, LLC, a Delaware limited liability company.

SECTION I
DEFINITIONS

1.1 Effective Date. "Effective Date" shall mean November 26, 2003.

1.2 Surviving Company. "Surviving Company" shall refer to EW Merger, LLC, a Delaware limited liability company. The name of the managing member is Edwin Watts Holding Company, a Florida corporation. The principal office of the Surviving Company and the managing member is located at 20 Hill Avenue, N.W. Fort Walton Beach, Florida 32548.

1.3 Merging Corporation. "Merging Corporation" shall refer to Edwin Watts Golf Shops, Inc., a Florida corporation.

1.4 Merger. "Merger" shall refer to the merger of the Merging Corporation with and into the Surviving Company as provided in Section 2.1 of this Agreement and Plan of Merger.

SECTION 2
TERMS OF MERGER

2.1 Merger. In accordance with the applicable laws of the States of Delaware and Florida and subject to the terms and conditions set forth in this Agreement and Plan of Merger, the Merging Corporation shall, on the Effective Date, be merged with and into the Surviving Company, EW Merger, LLC, and the separate existence of the Merging Corporation shall thereupon cease. The Surviving Company shall continue to exist after the Merger and shall be governed by the laws of the State of Delaware under the name "EW Merger, LLC".

2.2 Effective Date. The Merger contemplated by this Agreement and Plan of Merger shall become effective on the Effective Date.

2.3 Certificate of Formation. The Certificate of Formation of the Surviving Company as it exists on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

2.4 Operating Agreement. The Operating Agreement of the Surviving Company as it exists on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

03 NOV 26 AM 8:09
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

FILED

SECTION 3
MANNER OF CONVERTING SHARES AND MEMBERSHIP INTERESTS

The issued and outstanding shares of the Merging Corporation shall be canceled and cease to exist by virtue of the Merger on the Effective Date. The issued and outstanding membership interests of the Surviving Company shall remain issued and outstanding and be unaffected by the Merger.

SECTION 4
FURTHER ASSURANCES

Each party to this Agreement and Plan of Merger agrees to do such things as may be reasonably required by the other party in order more effectively to consummate or document the transactions contemplated by this Agreement and Plan of Merger.

[Signatures on following page]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 NOV 26 AM 8:09

FILED

IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

SURVIVING COMPANY:

EW MERGER, LLC

By: Edwin Watts Holding Company, its
sole Member

By: 

Name: Edwin Watts

Title: *President*

MERGING CORPORATION:

EDWIN WATTS GOLF SHOPS, INC.

By: 

Name: James R. Watts

Title: *CEO*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 NOV 26 AM 8:09

FILED