

M75285

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PRO GOLF OF BROWARD, INC., a Florida corporation, document number  
H49929

INTO

PRO GOLF OF BOCA RATON, INC., a Florida corporation, M75285.

File date: April 25, 1997

Corporate Specialist: Karen Gibson

475285  
Louis C. Anderson  
ATTORNEY AT LAW

February 18, 1997

500002033575--0  
-02/20/97--01096--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: *Merger of Pro Golf of Broward, Inc. and Pro Golf of Boca Raton, Inc.*

Dear Sir:

I am enclosing the original and one copy of the Articles of Merger for the above merger and the attached plan of merger, along with this firm's check for \$70.00 representing payment of the following filing fees:

Filing fee for Pro Golf of Boca Raton, Inc.	\$35.00
Filing fee for Pro Golf of Broward, Inc.	\$35.00
<b>TOTAL</b>	<b>\$70.00</b>

Please file the Articles of Merger and return acknowledgment of filing and a true copy of the filed Articles of Merger to the undersigned. Thank you.

Sincerely,

*[Signature]*

LOUIS C. ANDERSON  
Attorney at Law

LOUIS C. ANDERSON, P.A. 1000 N. W. 10TH AVENUE, SUITE 1000, MIAMI, FL 33136

*Spoke with Kathy  
4/14  
still waiting on client  
to sign  
Held still 4/6/97  
Merger OK'd  
95-4*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 24, 1997

LOUIS C. ANDERSON, ATTY.  
224 COMMERCIAL BLVD., SUITE 310  
LAUDERDALE BY THE SEA, FL 33308

SUBJECT: PRO GOLF OF BROWARD, INC.  
Ref. Number: H49929

We have received your document for PRO GOLF OF BROWARD, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1996 annual report. The corporation must be reinstated before this document can be filed.

The total amount due to reinstate is \$750.00.

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 (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 797A00009487

**ARTICLES OF MERGER**  
**OF**  
**PRO GOLF OF BROWARD, INC., a Florida Corporation**  
**into**  
**PRO GOLF OF BOCA RATON, INC., a Florida Corporation,**

**FILED**  
97 APR 25 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between PRO GOLF OF BROWARD, INC., a Florida corporation ("Absorbed Corporation"), and PRO GOLF OF BOCA RATON, INC., a Florida corporation ("Surviving Corporation").

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), PRO GOLF OF BROWARD, INC. and PRO GOLF OF BOCA RATON, INC., adopt the following Articles of Merger:

1. Shareholder's Approval. The Plan of Merger dated November 12, 1996, between PRO GOLF OF BROWARD, INC. and PRO GOLF OF BOCA RATON, INC., was approved and adopted by the shareholders of PRO GOLF OF BROWARD, INC., on November 12, 1996; and was adopted by the shareholders of PRO GOLF OF BOCA RATON, INC., on November 12, 1996.

2. Conversion of Shares. Pursuant to the Plan of Merger, all issued and outstanding shares of PRO GOLF OF BROWARD, INC.'s stock will be acquired by means of a merger of PRO GOLF OF BROWARD, INC. into PRO GOLF OF BOCA RATON, INC., with PRO GOLF OF BOCA RATON, INC., as the Surviving Corporation (the "Merger").

3. Plan. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

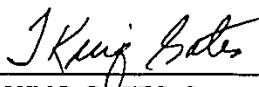
4. Effective Date of Merger. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on filing these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 12<sup>th</sup> day of November, 1996.

Surviving Corporation:  
PRO GOLF OF BOCA RATON, INC.,  
a Florida corporation

By:   
JACK WILSON, President

and

  
T. KING GATES, Secretary

(CORP. SEAL)

Absorbed Corporation:  
PRO GOLF OF BROWARD, INC.,  
a Florida corporation

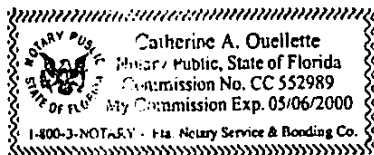
By: *Phillip Lugo*  
PHILLIP LUGO, Vice-President

and *T. King Gates*  
T. KING GATES, Secretary

(CORP. SEAL)

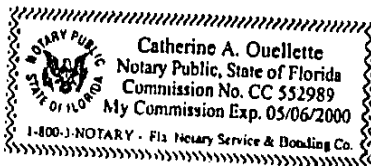
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 12 day of November, 1996, by JACK WILSON, President of Pro Golf of Boca Raton, Inc., who is personally known to me or produced 101A as identification.



*Catherine A. Ouellette*  
Notary Public

The foregoing instrument was acknowledged before me this 12 day of November, 1996, by PHILLIP LUGO, Vice-President of Pro Golf of Broward, Inc., who is personally known to me or produced 1201277-59-134-D as identification.



*Catherine A. Ouellette*  
Notary Public

Exhibit "A"

## PLAN OF MERGER

Merger between **PRO GOLF OF BOCA RATON, INC.**, a Florida corporation (the "Surviving Corporation"), and **PRO GOLF OF BROWARD, INC.**, a Florida corporation (the "Absorbed Corporation"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Merging Corporation. The name of the corporation planning to merge and be absorbed is:

PRO GOLF OF BROWARD, INC.

2. Surviving Corporation. The name of the Surviving Corporation is:

PRO GOLF OF BOCA RATON, INC.

3. Terms and Conditions. The terms and conditions of the merger are:

(a) On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of the creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

4. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation, is as follows:

(a) Each share of the one dollar (\$1.00) par value common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one share of the one dollar (\$1.00) par value common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of the common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

entitled as provided above. The Surviving Corporation shall pay to the holders otherwise entitled to fractional share interests, a sum equal to the value of such fractional share interest as determined by the Surviving Corporation's accountant.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

5. Conversion of Rights to Acquire Shares. The manner and basis of converting rights to acquire shares of each corporation is:

*There are no outstanding rights to acquire shares in either Constituent Corporation.*

6. Changes in Articles of Incorporation. The articles of incorporation of the Surviving Corporation, Pro Golf of Boca Raton, Inc., shall continue to be its articles of incorporation following the effective date of the merger.

7. Changes in Bylaws. The bylaws of the Surviving Corporation, Pro Golf of Boca Raton, Inc., shall continue to be its bylaws following the effective date of the merger.

8. Directors and Officers. The directors and officers of the Surviving Corporation, Pro Golf of Boca Raton, Inc., on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

9. Prohibited Transactions. Neither of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may pay regular quarterly dividends on their outstanding common shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

10. Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 1, 1996, or at such other time on which the boards of directors of the Constituent Corporations may agree.

11. Effective Date of Merger. The effective date of this merger shall be the date when the articles of merger are filed with the Florida Department of State.

12. Supplemental Action. If at any time after the Effective Date, the Surviving Corporation shall

determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Absorbed Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

13. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

14. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the Surviving Corporation or the Absorbed Corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the Surviving Corporation or the Absorbed Corporation on or before December 1, 1996.


(b) If, in the judgment of the board of directors of either the Surviving or the Absorbed Corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

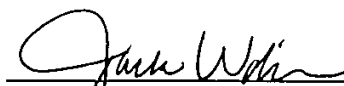
15. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the 12 day of November, 1996.

SURVIVING CORPORATION:

ABSORBED CORPORATION:

  
JACK WILSON

  
JACK WILSON

  
T. KING GATES

  
T. KING GATES

  
PHILLIP LUGO

As the Board of Directors of  
PRO GOLF OF BOCA RATON, INC.,  
a Florida corporation

  
PHILLIP LUGO

As the Board of Directors of  
PRO GOLF OF BROWARD, INC.  
a Florida corporation

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