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Paul Salver  
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PO0000006910

November 16, 2001

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Port-O-Court, Inc. merger into Class Action Equine Leasing, Inc.**

Dear Sir or Madam:

Please find enclosed Articles of Merger and Plan of Merger for the above stated merger which is to become effective on November 30, 2001. Also enclosed is our check in the amount of \$70.00 representing the filing fee for the above.

Thank you very much for your assistance in this matter and should you need any additional information, please feel free to contact me.

Very truly yours,

Paul Salver

FILED  
01 NOV 21 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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698 Mergers, Inc.  
11-21-01

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

PORT O'COURT INCORPORATED, a Florida entity, P93000061699

INTO

**CLASS ACTION EQUINE LEASING, INC.**, a Florida entity, P00000006910.

File date: November 21, 2001 , effective November 30, 2001

Corporate Specialist: Carol Mustain

eff Date 11-30-01  
FILED  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

Pursuant to Florida Statutes, Chapter 607, the undersigned Corporations do hereby adopt the following Articles of Merger for purposes of merging. **Port O'Court, Inc.** a Florida Corporation into **Class Action Equine Leasing, Inc.**, a Florida Corporation, as the Surviving Corporation.

1. **Parties to Merger.** The undersigned Corporations being validly and legally formed under the Laws of the State of Florida have adopted these Articles of Merger and Plan of Merger of even date herewith. All of the shareholders and directors of both Corporations have unanimously approved the Articles of Merger and Plan of Merger on October 31, 2001.

2. **Surviving Corporation.** The name of the Surviving Corporation is **Class Action Equine Leasing, Inc.**

3. **Merger.** Port O'Court, Inc. shall be merged into Class Action Equine Leasing, Inc. as of the Effective Date of these Articles.

4. **Effect of Merger.** On the Effective Date of the Merger, the separate existence of Port O'Court, Inc. shall cease and all of its property, rights, privileges and franchises, of whatsoever nature and description shall be transferred to, vested in and devolve upon the Surviving Corporation, subject to the liabilities and obligations of Port O'Court, Inc. which liabilities and obligations the Surviving Corporation shall assume without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Corporation to evidence such transfer, vesting, or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Port O'Court, Inc. by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

5. **Exchange of Stock.** On the Effective Date of the Merger, the 1,000 issued and outstanding shares of the common stock of Port O'Court, Inc. which represents the total number of the authorized shares of common stock of Class Action Equine Leasing, Inc. prior to the Merger, shall be canceled. The shareholders of Class Action Equine Leasing, Inc. shall immediately thereafter remain as the 100% shareholders of the remaining, merged corporation.


6. **Attributes of Surviving Corporation.** The Articles of Incorporation of Class Action Equine Leasing, Inc. as in effect on the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation and shall not be amended by this Merger in any respect.

7. **Articles of Merger.** These Articles of Merger have been executed by the Presidents of Port O'Court, Inc. and Class Action Equine Leasing, Inc. respectively in accordance with the provisions of Florida Law and shall be filed with the Florida Department of State.


8. **Effective Date.** The Effective Date of the Merger is November 30, 2001.

Executed this 30th day of October, 2001.

PORT O'COURT, INCORPORATED

  
By: Amy Singer, President

CLASS ACTION EQUINE LEASING, INC.

  
By: Amy Singer, President

## PLAN OF MERGER

**THIS AGREEMENT** is made this 30th day of October, 2001, by and between Port O' Court, Inc., <sup>incorporated</sup> a Florida Corporation and Class Action Equine Leasing, Inc., a Florida Corporation, said corporations being sometimes hereinafter collectively referred to as the "Constituent Corporations."

**WHEREAS**, the respective Boards of Directors of the Constituent Corporations deem it advisable that Port O' Court, Inc. <sup>incorporated</sup> ("Port O' Court") be merged into Class Action Equine Leasing, Inc. ("Class Action") under the laws of the State of Florida in the manner provided therefore pursuant to Section 607.1101 of the Florida Statutes;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Agreement to Merge. The Constituent Corporations hereby agree that Port O' Court corporation shall be merged into Class Action corporation.
2. Name of Merged Corporation. The name of the surviving subsidiary corporation shall be "Class Action Equine Leasing, Inc.".
3. Place of office of surviving corporation. The place in Ocala where the principal office of the remaining corporation is to remain located at 6901 N.E. 25<sup>th</sup> Avenue, Ocala, FL 34471.
4. Authorized shares of Class Action and Port O' Court. The present number of shares which Port O' Court corporation is authorized to issue is 1,000 shares of common stock, \$1.00 per value. All of these shares are now issued, outstanding and owned by Amy Singer. The present number of shares which the Class Action is authorized to issue is 1,000 shares at \$1.00 par value.
5. Dissenting shareholders. There are no dissenting shareholders to this plan of merger as 100% of the issued and outstanding stock of the subsidiary corporation are owned by Amy Singer.

6. Manner and basis of converting shares. On November 30, 2001, ("the effective date"), Amy Singer shall tender and relinquish all of her shares in Port-O-Court, and Port O' Court shall cancel all of its outstanding shares. Thereafter, the only remaining shares of stock shall be those of Class Action, 100% of which shall continue to be owned by Amy Singer.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective Presidents and Secretaries, to take the above actions hereby authorized by the respective Boards of Directors and shareholders of the Constituent Corporations, and to execute this agreement as of the date and year first written above.

**CLASS ACTION EQUINE LEASING, INC.**

BY: \_\_\_\_\_

Amy Singer, President

BY: \_\_\_\_\_

Amy Singer, Secretary

**PORT O'COURT, INCORPORATED**

BY: \_\_\_\_\_

Amy Singer, President

BY: \_\_\_\_\_

Amy Singer, Secretary