

P000000010460

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER

505 SOUTH FLAGLER DRIVE

SUITE 1330

WEST PALM BEACH, FLORIDA 33401

FILED

00 AUG 16 PM 2:52

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO  
ALLISON B. ROGERS

August 15, 2000

Via Federal Express

Florida Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32399

500003359525--2  
-08/16/00--01069--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

In re: Newport Grand Investments, Inc.

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Merger between Dinart Vending Corporation, a Rhode Island corporation, and Newport Grand Investments, Inc., a Florida corporation. Pursuant to the Merger Agreement, Dinart Vending Corporation is to be merged into Newport Grand Investments. The merger is to be effective upon the filing of the Articles of Merger with Division of Corporations in each of the respective states. The merger was approved by the shareholders of each of the constituent corporations by unanimous written consent on July 31, 2000.

I would appreciate it if you would file the original Articles of Merger in your office. After the Articles of Merger have been filed, the copy of the Articles of Merger should then be certified. The certified copy of the Articles of Merger should then be mailed to my office.

You will also find enclosed our firm's check in the amount of \$78.75, in payment of the following fees:

Filing Fee (2 x \$35.00)	\$70.00
Certified Copy Fee	<u>8.75</u>
Total	<u>\$78.75</u>

Merger  
8-28-00  
PWS

August 15, 2000

Page 2

If you have any questions or should require additional information, please give me a call at your convenience.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

A handwritten signature in black ink, appearing to be 'W. Glenn Dempsey', written in a cursive style.

W. Glenn Dempsey

WGD/cm

Enclosures

cc: Diane S. Hurley

Arthur W. Silvester, Jr.

Larry Rousseau, Esq.

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DINART VENDING CORPORATION, a Rhode Island corporation not qualified in  
Florida

INTO

**NEWPORT GRAND INVESTMENTS, INC.**, a Florida entity, P00000010460

File date: August 16, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER**

**FILED**  
00 AUG 16 PM 2:52  
TALLAHASSEE, FLORIDA

1. In accordance with Section 607.1105 of the Florida Statutes, NEWPORT GRAND INVESTMENTS, INC., a Florida corporation ("Newport Grand"), hereby files these Articles of Merger with the Secretary of State of the State of Florida in order to merge into it DINART VENDING CORPORATION, a Rhode Island corporation ("Dinart").

2. A copy of the Agreement and Plan of Merger for the constituent corporations is attached to these Articles of Merger as an exhibit.

3. The merger shall become effective upon the filing of these Articles of Merger.

4. The Agreement and Plan of Merger was adopted by the shareholders and the Board of Directors of the constituent corporations by unanimous written consent on July 31, 2000.

IN WITNESS WHEREOF, the President of Newport Grand and Dinart have signed these Articles of Merger this 8<sup>th</sup> day of August, 2000.

DINART VENDING CORPORATION,  
a Rhode Island corporation

By: *Diane S. Hurley*  
DIANE S. HURLEY, President

NEWPORT GRAND INVESTMENTS, INC.,  
a Florida corporation

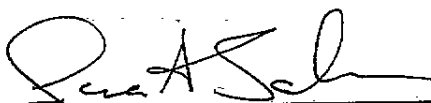
By: *Renee T. Silvester*  
RENEE T. SILVESTER, President

STATE OF RHODE ISLAND )

COUNTY OF NEWPORT )

The foregoing Agreement and Plan of Merger was subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, by DIANE S. HURLEY, who is the President of DINART VENDING CORPORATION, a Rhode Island corporation, and who is either personally known to me or who produced her driver's license as identification.

WITNESS my hand and official seal this 3 day of <sup>August</sup> ~~July~~, 2000.

  
Notary Public

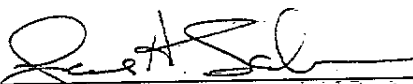
My Commission Expires:  
July 3, 2001

STATE OF RHODE ISLAND )

COUNTY OF NEWPORT )

The foregoing Agreement and Plan of Merger was subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, by RENEE T. SILVESTER, who is the President of NEWPORT GRAND INVESTMENTS, INC., a Florida corporation, and who is either personally known to me or who produced her driver's license as identification.

WITNESS my hand and official seal this 8 day of <sup>August</sup> ~~July~~, 2000.

  
Notary Public

My Commission Expires:  
July 3, 2001

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger dated as of this 8th day of August, 2000 (the Agreement"), by and between DINART VENDING CORPORATION, a Rhode Island corporation (hereinafter referred to as "Dinart") and NEWPORT GRAND INVESTMENTS, INC., a Florida corporation (hereinafter referred to as "Newport Grand").

### **RECITALS**

A. Dinart is a corporation duly organized and existing under the laws of the State of Rhode Island, having been incorporated by Articles filed on April 1, 1976. Dinart is authorized to issue two hundred (200) shares of common stock, of which two hundred (200) shares are presently issued and outstanding.

B. Newport Grand is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on January 24, 2000. Newport Grand is authorized to issue eight thousand (8,000) shares of common stock, which are presently issued and outstanding. As provided in Section 3.2 of this Agreement, upon the Effective Date of the merger the authorized common stock of Newport Grand is to be increased to ten thousand (10,000) shares.

C. On July 31, 2000, all of the shareholders and directors of both Dinart and Newport Grand adopted this Agreement and Plan of Merger by unanimous written consent.

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein set forth, Dinart and Newport Grand hereby agree as follows:

## **I. MERGER**

1.1 Merger. Upon the Effective Date of the merger, Dinart shall be merged with and into Newport Grand, and the separate existence of Dinart shall cease and Newport Grand shall be the corporation surviving the merger.

1.2 Effective Date of the Merger. The merger of Dinart into Newport Grand shall become effective on the date that the Articles of Merger have been filed with the Secretary of States for both the State of Florida and the State of Rhode Island.

1.3 Effect of Merger. Upon the Effective Date of the merger, the separate existence of Dinart shall cease and Newport Grand, as the surviving corporation (i) shall continue to own and possess all of the assets, rights, powers and property that it owned immediately prior to the merger, (ii) shall be subject to all actions previously taken by the Board of Directors of Dinart and Newport Grand, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Dinart, as provided under the applicable provisions of the Florida Business Corporation Act, (iv) shall continue to be subject to all of its debts, liabilities and obligations as it had immediately prior to the merger, and (v) shall succeed without other transfer to all of the debts, liabilities and obligations of Dinart in the same manner as if Newport Grand had itself incurred them, as provided under the applicable provisions of the Florida Business Corporation Act.

## **II. MANNER AND CONVERSION OF STOCK**

2.1 Conversion of Shares. Upon the Effective Date of the merger, each issued and outstanding share of common stock of Dinart shall by virtue of the merger be converted into and exchanged for 2.5298 shares of common stock of Newport Grand.

2.2 Exchange of Certificates. After the Effective Date of the merger, each holder of an outstanding certificate representing shares of Dinart common stock may, at such stockholder's option, surrender the same for cancellation by Newport Grand, and each such holder shall be entitled to receive in exchange therefore a certificate or certificates representing the number of shares of Newport Grand's common stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate of Dinart common stock shall be deemed for all purposes to represent the number of shares of Newport Grand's common stock into which such shares were converted in the Merger.

### **III. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS**

3.1 Articles of Incorporation. On the Effective Date of the merger, the Articles of Incorporation of Newport Grand, including the amendments made by these Articles of Merger, shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

3.2 Amendment to Articles of Incorporation of Newport Grand. On the Effective Date of the merger, Article V of the Articles of Incorporation of Newport Grand shall be amended to read as follows:

#### **"ARTICLE V - CAPITAL STOCK**

The Corporation shall have the authority to issue ten thousand (10,000) shares of common stock having no stated or par value."

3.3 By-Laws. On the Effective Date of the merger, the By-Laws of Newport Grand shall be the By-Laws of the surviving corporation, until the same shall be altered, amended, or



repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof.

3.4 Directors and Officers. On the Effective Date of the merger, the Board of Directors and officers of Newport Grand shall become the Board of Directors and officers of the surviving corporation, and shall continue in that capacity until their successors are duly elected and qualified.

#### IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by Newport Grand or by its successors or assigns, there shall be executed and delivered on behalf of Dinart, such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record Newport Grand's title to and possession of all of the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of Dinart, and otherwise to carry out the purposes of this Agreement, and the officers and directors of Newport Grand are fully authorized in the name and on behalf of Dinart or otherwise to take any and all such action and to execute and deliver in all such deeds or other instruments.

4.2 Abandonment. At any time before the Effective Date of the merger, this Agreement may be terminated and the merger may be abandoned for any reason whatsoever by the Board of Directors of either Dinart or Newport Grand.

4.3 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, Dinart and Newport Grand have caused their corporate names and seals to be heretofore affixed by their duly authorized officers on the day and year indicated above.

DINART VENDING CORPORATION,  
a Rhode Island corporation

By: *Diane S Hurley*  
DIANE S. HURLEY, President

NEWPORT GRAND INVESTMENTS, INC.,  
a Florida corporation

By: *Renee T Silvester*  
RENEE T. SILVESTER, President

STATE OF RHODE ISLAND )  
COUNTY OF NEWPORT )

The foregoing Agreement and Plan of Merger was subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, by DIANE S. HURLEY, who is the President of DINART VENDING CORPORATION, a Rhode Island corporation, and who is either personally known to me or who produced her driver's license as identification.

WITNESS my hand and official seal this 3 <sup>August</sup> day of ~~July~~, 2000.

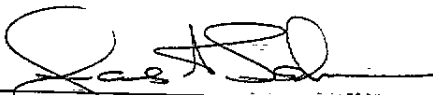
*Paul H. Sch*  
Notary Public

My Commission Expires:  
July 3, 2001

STATE OF RHODE ISLAND )  
 )  
COUNTY OF NEWPORT )

The foregoing Agreement and Plan of Merger was subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, by RENEE T. SILVESTER, who is the President of NEWPORT GRAND INVESTMENTS, INC., a Florida corporation, and who is either personally known to me or who produced her driver's license as identification.

WITNESS my hand and official seal this 8 day of <sup>August</sup> July, 2000.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

July 3, 2001