

P000000056536

CT CORPORATION SYSTEM

FILED

00 DEC 18 PM 4:06

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Brusports, Inc. (FL) merging: Brusports, Inc. (OH)

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/18/00

Order#: 3476068

EFFECTIVE DATE
12-31-00

Ref#: _____

Amount: \$ _____

Merger
12-18-00
MS

400003504214--8
-12/18/00--01106--013
*****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7415

A CCH LEGAL INFORMATION SERVICES COMPANY

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BRUSPORTS, INC., a Ohio corporation not qualified in Florida

INTO

BRUSPORTS, INC., a Florida entity, P00000056536.

File date: December 18, 2000 , effective December 31, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

of

BRUSPORTS, INC.,
an Ohio corporation

with and into

BRUSPORTS, INC.,
a Florida corporation

FILED

00 DEC 18 PM 4:06

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I:

The Plan of Merger is attached hereto and incorporated herein by reference.

ARTICLE II:

The effective date of the Merger is December 31, 2000 at 11:59 p.m.

EFFECTIVE DATE

12-31-00

ARTICLE III:

Brusports, Inc., an Ohio corporation, approved the Plan of Merger on June 11, 2000, by an action by unanimous written consent in lieu of a meeting of its shareholders and directors.

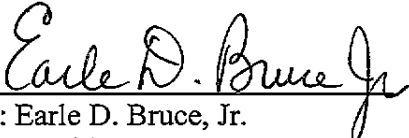
ARTICLE IV:

Brusports, Inc., a Florida corporation, approved the Plan of Merger on June 15, 2000 by an action by unanimous written consent in lieu of a meeting of its sole shareholder and directors. On June 15, 2000, the holder of all outstanding shares of Brusports, Inc. waived the mailing requirement for the Plan of Merger.

ARTICLE V:

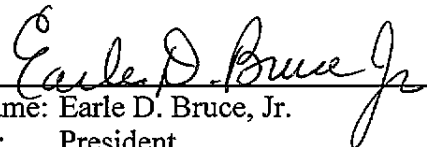
Brusports, Inc., a Florida corporation, has 20 outstanding shares of common stock and Brusports, Inc., an Ohio corporation, owns all of those shares directly.

BRUSPORTS, INC.,
An Ohio corporation



Name: Earle D. Bruce, Jr.
Its: President

BRUSPORTS, INC.,
A Florida corporation



Name: Earle D. Bruce, Jr.
Its: President

PLAN OF MERGER

This Plan of Merger, is made as of June 15, 2000 between Brusports, Inc., an Ohio corporation (the "Ohio Corporation"), and Brusports, Inc., a Florida corporation which is a wholly owned subsidiary of the Ohio corporation (the "Florida Corporation"). The Ohio Corporation and the Florida Corporation are collectively referred to as the "Constituent Corporations".

RECITALS

A. The Florida Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 5801 Pelican Bay Blvd., Suite 300, Naples, Florida.

B. The Florida Corporation is authorized to issue 750 shares of common stock, \$.01 par value, of which 20 shares are issued and outstanding and owned by the Ohio Corporation.

C. The Ohio Corporation is a corporation organized and existing under the laws of the State of Ohio.

D. The Ohio Corporation is authorized to issue 750 shares of common stock, without par value, of which 140 shares are issued and outstanding. There are no options or other rights to acquire shares of the Ohio Corporation authorized, issued, or outstanding.

E. The boards of directors and shareholders of the Constituent Corporations deem it desirable and in the best business interests of their respective Constituent Corporations that the Ohio Corporation be merged into the Florida Corporation pursuant to Sections 1701.78 *et. seq.* of the Ohio Revised Code and Sections 607.1101 *et. seq.* of the Florida Business Corporation Act.

F. The parties intend that this transaction qualify as a "reorganization" within the meaning of Sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

AGREEMENT

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Corporations agree as follows:

1. **MERGER.** At the Effective Time (defined below), the Ohio Corporation shall merge with and into the Florida Corporation (the "Merger") which shall be the surviving corporation (the "Surviving Corporation") and which shall continue its corporate existence under the laws of the State of Florida following the Merger.

2. **TERMS AND CONDITIONS.** At the Effective Time, the separate existence of the Ohio 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 Ohio Corporation without the necessity of separate transfer. The Surviving Corporation shall be thereafter responsible and liable for all liabilities and obligations of the Ohio Corporation, and neither the rights of creditors nor any liens on the property of the Ohio Corporation shall be impaired by the Merger.

3. **CONVERSION OF SHARES.**

(a) Each of the 20 shares of the common stock of the Florida Corporation issued and outstanding immediately prior to the Merger shall be retired, and no shares of common stock or other securities of the Surviving Corporation shall be issued in respect thereof.

(b) Each share of common stock, without par value, of the Ohio Corporation issued and outstanding immediately prior to the Merger shall be converted into one share of the common stock, \$.01 par value, of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall then be issued and outstanding.

(c) After the Effective Time, each holder of certificates formerly representing shares of common stock of the Ohio Corporation shall surrender such certificates or an affidavit of lost certificate to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of such share certificates or affidavits, the Surviving Corporation shall issue and exchange such certificates for shares of common stock of the Surviving Corporation, representing the number of shares of stock of the Surviving Corporation to which the holder is entitled as provided above.

4. **ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION.** The Articles of Incorporation of the Florida Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation.

5. **BY-LAWS OF THE SURVIVING CORPORATION.** The By-Laws of the Florida Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the By-Laws of the Surviving Corporation.

6. **DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION.** The directors and officers of the Florida Corporation at the Effective Time of the Merger shall continue to be 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.

7. **EFFECTIVE DATE OF MERGER.** The effective date and time of the Merger shall be December 31, 2000 at 7:30 a.m. (the "Effective Time").

8. **APPROVAL BY SHAREHOLDERS.** This Plan of Merger shall be submitted for the approval by consent of the shareholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida and the State of Ohio.

9. **DISSENTING SHAREHOLDERS.** Shareholders of the Constituent Corporations who are entitled to vote and who dissent from the Merger will be entitled to such rights as are afforded to dissenting Shareholders under applicable state law.

10. **ABANDONMENT OF MERGER.** This Plan of Merger may be abandoned by action of the Board of Directors of either the Ohio Corporation or the Florida Corporation at any time prior to the Effective Time on the happening of either of the following events:

(a) The Merger is not approved by the shareholders of either the Ohio Corporation or the Florida Corporation on or before December 31, 2000.

(b) In the judgment of the Board of Directors of either the Ohio Corporation or the Florida Corporation, the Merger would be impracticable because of the number of dissenting shareholders asserting rights under the laws of the State of Florida or the laws of the State of Ohio.

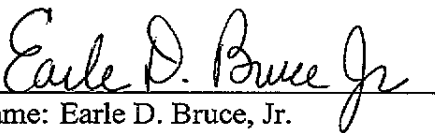
11. **LOCATION OF PRINCIPAL OFFICE OF THE SURVIVING CORPORATION.** The principal office shall be 5801 Pelican Bay Blvd., Suite 300, Naples, Florida.

12. **CONSENT TO BE SUED IN OHIO BY THE SURVIVING CORPORATION.** The Surviving Corporation hereby consents to be sued and served with process in the state of Ohio in any proceeding in the state of Ohio to enforce against the Surviving Corporation any obligation of the Ohio corporation or to enforce the rights of a dissenting shareholder of the Ohio corporation.

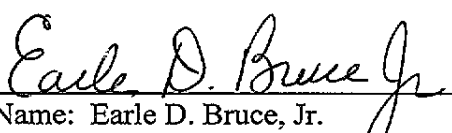
13. **GOVERNING LAW:** This Agreement shall be construed and enforced in accordance with the laws of the State of Florida without regard to its conflict of law principles.

IN WITNESS WHEREOF, the parties to this Agreement have signed below on the date and year first above written.

BRUSPORTS, INC.,
An Ohio corporation


Name: Earle D. Bruce, Jr.
Its: President

BRUSPORTS, INC.,
A Florida corporation


Name: Earle D. Bruce, Jr.
Its: President