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January 15, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

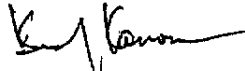
Re: Bob N Janice Inc. - P00000107420

Ladies/Gentlemen:

Enclosed please find the Articles of Merger between Bob N Janice Inc., an Illinois corporation and Bob N Janice, Inc., a Florida corporation along with a check for \$78.75 in payment of the filing fee.

If you have any questions, please contact me.

Sincerely,



Keith J. Kanouse
For the Firm

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*****78.75 *****78.75

Enclosures
cc w/o enc: Bob Lyle

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

McKanouse GAVE

AUTHORIZATION BY PHONE ()

CORRECT Plan of Merger

DATE _____

DOC. EXAM. T. LEWIS JAN 22 2001

T. LEWIS JAN 22 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

BOB N JANICE INC., an Illinois corporation not authorized to transact business
in Florida

INTO

BOB N JANICE INC., a Florida entity, P00000107420

File date: January 18, 2001

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

These Articles of Merger is signed on November 20, 2000 between Bob N Janice Inc., an Illinois ~~Delaware~~ corporation, (the "Illinois Company") and Bob N Janice Inc., a Florida corporation (the "Florida Company").

PLAN OF MERGER

BACKGROUND

- A. The Illinois Company has an authorized capital stock consisting of 1,000,000 shares of Common Stock, par value of \$.01 per share, of which 100 shares have been duly issued and are now outstanding.
- B. The Florida Company has an authorized capital stock consisting of 1,000,000 shares of Common Stock, par value \$.01 per share, of which 100 shares have been duly issued and are now outstanding;
- C. The Shareholders and the Boards of Directors of the Illinois Company and of the Florida Company, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Illinois Company merge with the Florida Company under and pursuant to the provisions of Illinois Business Corporation Act and the Florida Business Corporation Act.
- D. The respective shareholders of the Illinois Company and the Florida Company have approved the terms and conditions of the merger.

It is agreed by parties as follows:

TERMS

- 1. **Approval.** On November 20, 2000, the shareholders and directors of the Illinois Company and the shareholders and directors of the Florida Company adopted and approved these Articles of Merger by Written Consents to Action.
- 2. **Merger.** The Illinois Company is merged into the Florida Company with the Florida Company.
- 3. **Effective Date.** These Articles of Merger become effective immediately upon compliance with the laws of the States of Illinois and Florida (the "Effective Date").
- 4. **Surviving Corporation.** The Florida Company will survive the merger and will continue to be governed by the laws of the State Florida, and the separate corporate existence of the Illinois Company ceases upon the Effective Date.

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TALLAHASSEE, FLORIDA

5. **Authorized Capital.** The authorized capital stock of the Florida Company following the Effective Date shall be 1,000,000 shares of Common Stock, par value \$.01 per share, unless and until the authorized capital stock is changed in accordance with the laws of the State of Florida.

6. **Further Assurance of Title.** If at any time, the Florida Company considers or is advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Florida Company any right, title, or interest of the Illinois Company held immediately before the Effective Date, the Illinois Company and its proper officers and directors will sign and deliver any acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm the right, title, or interest in the Florida Company as is necessary to carry out the purposes of these Articles of Merger, and the Florida Company and the proper officers and directors are fully authorized to take any action in the name of the Illinois company or otherwise.

7. **Retirement the Illinois Company Stock.** Upon the Effective Date, all of the shares of the common stock of the Illinois Company presently issued and outstanding are retired.

15. **Amendment.** These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by the parties.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be signed by the President and Secretary of each Company pursuant to authority given by their respective Shareholders and Boards of Directors.

Bob N Janice Inc., an ^{Illinois}~~Delaware~~
corporation

By: Robert Lyle
Bob Lyle, President

By: Janice Lyle
Janice Lyle, Secretary

Bob N Janice Inc., a Florida
corporation

By: Robert Lyle
Bob Lyle, President

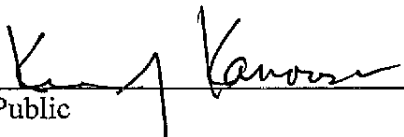
By: Janice Lyle
Janice Lyle, Secretary

STATE OF FLORIDA

MARION
COUNTY OF ~~OCALA~~

On December 1, 2000 before me, the undersigned, personally appeared Bob Lyle and Janice Lyle, known to me to be the President and Secretary, respectively, of Bob N Janice, Inc., an Illinois corporation, and acknowledged to me that the foregoing constitutes the Articles of Merger, and that they have executed the foregoing instrument in their capacity as officers of the corporation as the free act, deed and agreement of the corporation.

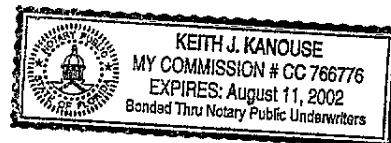
IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



Notary Public

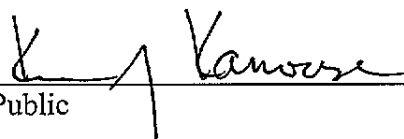
My commission expires: _____

STATE OF FLORIDA
MARION
COUNTY OF ~~OCALA~~



On December 1, 2000 before me, the undersigned, personally appeared Bob Lyle and Janice Lyle, known to me to be the President and Secretary, respectively, of Bob N Janice, Inc., a Florida corporation, and acknowledged to me that the foregoing constitutes the Articles of Merger, and that they have executed the foregoing instrument in their capacity as officers of the corporation as the free act, deed and agreement of the corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.



Notary Public

My commission expires: _____

