

PO10000028678

621 Fulton Rd #2
Address
Talkhouse Pls 32312
City/State/Zip
510-0738
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bert & Ernie's Ice Cream Inc. P98000092839 5/1/01
(Corporation Name) (Document #)
merger
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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-05/01/01--01005--001
*****20.00 *****78.75

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
NEW FILINGS
38
PM
2001
SUFFOLK COUNTY
OFFICE OF THE CLERK
PROFIT
NOT FOR PROFIT
LIMITED LIABILITY
DOMESTICATION
OTHER

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

Examiner's Initials

4/30/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

BERT & ERNIE'S ICE CREAM, INC., a Florida corporation P98000092839

INTO

A & E USA INC., a Florida entity, P01000028678

File date: April 30, 2001, effective May 1, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
5/1/01

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

A&E USA Inc.

Florida

FILED
01 APR 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Bert & ERNIE'S Ice Cream Inc.

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 5/1/01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 4-30-01

The Plan of Merger was adopted by the board of directors of the surviving corporation on 4-30-01 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 4-30-01

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 4-30-01 and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

Arthur E. House President

Arthur E. House President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

~~A&E USA Inc.~~ A&E USA Inc.

Florida

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Bert & Ernie's Ice Cream Inc.

Florida

Third: The terms and conditions of the merger are as follows:

To Acquire ALL Fixtures, Inventory, Equipment, And
ALL Supplies Now Part of Bert & Ernie's Ice Cream Inc.
And to Acquire Selected Accounts Payables From
Vendors or other Selected Debtors

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

ALL Assets, Interest, Shares, Securities & Selected Obligations of
Bert & Ernie's Ice Cream Inc, Shall Be Transferred to A&E USA Inc.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Bert & Ernie's Ice Cream Inc. Hereby Agrees to Transfer to A&E USA Inc. ALL Rights to Acquire Any & ALL Selected Obligations, Interests, Shares OR other Securities of Bert & Ernie's Ice Cream Inc.