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merger

DEC 27 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: K & B COOLMAN, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

WOLF BAUDER

Contact Person

K & B COOLMAN, INC.

Firm/Company

2540 GRANT ST

Address

HOLLYWOOD FL 33020

City/State and Zip Code

HeikoBauder@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

WOLF BAUDER

Name of Contact Person

At (954)

554-8231

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>K & B COOLMAN, INC.</u>	<u>FLORIDA</u>	<u>P01000047335</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BAUDER OUTDOOR INTERNATIONAL</u>	<u>FLORIDA</u>	<u>P09000076265</u>

<u>CORP.</u>		

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 12/12/2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 12/12/2012.

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

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

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Name of Corporation

Typed or Printed Name of Individual & Title

Wolf H. Bender.

Wolf A. Zander.

WOLF BAUDER - PRESIDENT

Table 1

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[illegible]

PLAN OF MERGER

(Non Subsidiaries)

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

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

Name

Jurisdiction

K & B COOLMAN, INC.

FLORIDA

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

Name

Jurisdiction

BAUDER OUTDOOR INTERNATIONAL

FLORIDA

CORP.

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

ALL COMPANY OPERATIONS OF BAUDER OUTDOOR INTERNATIONAL SHALL BE MERGED WITH K & B COOLMAN, INC. THE OFFICERS AND DIRECTORS OF K & B COOLMAN SHALL REMAIN THE SAME AS WELL AS THE SHAREHOLDER INTERESTS.

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 SHARES OF K & B COOLMAN, INC. SHALL REMAIN THE SAME. ALL SHARES OF BAUDER OUTDOOR INTERNATIONAL SHALL BE TRANSFERED TO THE SHAREHOLDERS OF K & B COOLMAN, 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:
N/A

OR

Restated articles are attached:
N/A

Other provisions relating to the merger are as follows:
N/A