

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO1000066462**

Fun for Kids LLC

500004462135--2

-07/06/01--01026--026

\*\*\*\*\*68.75 \*\*\*\*\*68.75

Please  
file  
2200!

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- ☒ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

DIVISION OF CORPORATION

01 JUL -6 AM 10:06

RECEIVED

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FUN FOR KIDS, L.L.C., A FLORIDA ENTITY, L01000003079

INTO

**FUN FOR KIDS OF VERO BEACH, INC.**, a Florida entity, P01000066462

File date: July 6, 2001

Corporate Specialist: Trevor Brumbley

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
FUN FOR KIDS, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY  
INTO  
FUN FOR KIDS OF VERO BEACH, INC.  
A FLORIDA CORPORATION**

TO THE DEPARTMENT OF STATE

OF THE STATE OF FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") Fun For Kids, L.L.C. and Fun For Kids of Vero Beach, Inc. adopt the following Articles of Merger.

1. The exact name, street address of its principal office, jurisdiction, and entity type for each  
**merging** party is as follows:

FUN FOR KIDS, L.L.C., a Florida limited liability company  
979 Beachland Boulevard  
Vero Beach, FL 32963

Florida Document Number: L01000003079  
FEI Number: 59-3711093

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2. The exact name, street address of its principal office, jurisdiction, and entity type for each  
**surviving** party is as follows:

FUN FOR KIDS OF VERO BEACH, INC., a Florida corporation  
979 Beachland Boulevard  
Vero Beach, FL 32963

Florida Document Number: P010000060412  
FEI Number: \_\_\_\_\_

3. The attached Plan of Merger (Exhibit "A") meets the requirements of Section(s) 607.1108, and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

4. The Plan of Merger was unanimously approved by the shareholders of Fun For Kids, of Vero Beach, Inc. on the 28th day of June, 2001, and was unanimously approved by the Members of Fun For Kids, L.L.C. on the 28th day of June, 2001.

5. Pursuant to the Plan of Merger, all issued and outstanding Units of Fun For Kids, L.L.C. will be acquired by means of a merger of Fun For Kids, L.L.C. into Fun For Kids of Vero Beach, Inc., the surviving entity ("Merger").

6. The Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein.

7. The Articles of Incorporation of Fun For Kids of Vero Beach, Inc. is in force and effect at the effective time of the Merger and shall continue to be the Articles of Incorporation of the surviving entity until amended or changed in accordance with the provisions of Florida Corporation Laws.

8. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

9. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the date the Articles of Merger are filed with Florida Department of State.

10. The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida (the jurisdiction under which each party was formed).

IN WITNESS WHEREOF, the parties have set their hands this 28<sup>th</sup> day of JUNE, 2001.

FUN FOR KIDS, L.L.C.,  
A Florida limited liability company

ATTEST:

Samuel A. Block  
SAMUEL A. BLOCK, Sec.

By: Jacelyn K. Block  
JACELYN K. BLOCK, President  
and Managing Member

(Corporate Seal)

FUN FOR KIDS OF VERO BEACH, INC.,  
A Florida corporation

ATTEST:

Samuel A. Block  
SAMUEL A. BLOCK, Sec.  
STATE OF FLORIDA

By: Jacelyn K. Block  
JACELYN K. BLOCK, President

(Corporate Seal)

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TALLAHASSEE, FLORIDA

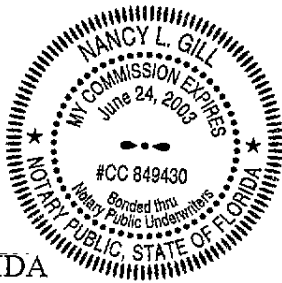
STATE OF FLORIDA

COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JACELYN K. BLOCK, personally known to me and well known to me to be the Managing Member and President of Fun For Kids, L.L.C., a Florida limited liability company, and that she acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in her by said entity.

Witness my hand and official seal in the County and State last aforesaid this 28<sup>th</sup> day of JUNE, 2001.

(SEAL)



*Nancy L. Gill*

Notary Public of Florida

Commission No.

Expiration Date:

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JACELYN K. BLOCK, personally known to me and well known to me to be the President of Fun For Kids of Vero Beach, Inc., a Florida corporation, and that she acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in her by said entity.

Witness my hand and official seal in the County and State last aforesaid this 28<sup>th</sup> day of JUNE, 2001.

(SEAL)



*Nancy L. Gill*

Notary Public of Florida

Commission No.

Expiration Date:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT "A"**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1103 and 608.4381, Florida Statutes, is being submitted in accordance with section(s) 607.1108 and 608.438, Florida Statutes.

**AGREEMENT AND PLAN OF MERGER**

FUN FOR KIDS, L.L.C.

into and with

FUN FOR KIDS OF VERO BEACH, INC.

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 28th day of June, 2001, pursuant to Section 607.1103 of the Florida General Corporation Act, (the "Florida Act") by and between FUN FOR KIDS, L.L.C., a Florida limited liability company (hereafter "LLC") and FUN FOR KIDS OF VERO BEACH, INC., a Florida corporation (hereafter "CORPORATION").

**WITNESSETH:**

WHEREAS, the Board of Directors of L.L.C. deems it advisable and for the benefit of LLC and its members that LLC merge into and with CORPORATION; and,

WHEREAS, the Board of Directors of LLC, the merging party, and CORPORATION, the surviving party, have approved this Agreement by unanimous written consent pursuant to Sections 607.1103 and 608.4381 of the Florida Act;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and among the parties hereto, and subject to the conditions hereinafter set forth, that LLC be merged into and with CORPORATION (hereinafter also sometimes referred to as the "Surviving Corporation"), the corporate existence of the Surviving Corporation to be continued under the name "FUN FOR KIDS OF VERO BEACH, INC.", and thereafter the individual existence of LLC shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

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TALLAHASSEE, FLORIDA

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1. The designation and number of outstanding units or shares of each class for LLC and CORPORATION are as follows:

(a) LLC has presently authorized capital consisting of 2,000 Units of \$.50 par value per unit, of which 2,000 units are outstanding. The units are vested with all the voting rights in the corporation.

(b) CORPORATION has presently authorized capital consisting of 2,000 shares of \$.50 par value per share common stock, of which 2,000 shares are outstanding ("Stock"). The common stock is vested with all the voting rights in the corporation.

2. The merger herein contemplated shall be effective at the close of business on the date of filing of the Articles of Merger merging LLC into the Surviving Corporation with the Florida Department of State (the "Effective Date").

3. The terms and conditions of the merger are as follows:

(a) All of the assets and liabilities of LLC shall be transferred to CORPORATION in exchange for the cancellation of all of the units of LLC held by JACELYN K. BLOCK and SAMUEL A. BLOCK.

(b) Upon the Effective Date, the separate existence of LLC shall cease, and in accordance with the terms of this Agreement, the Surviving Corporation shall possess all rights privileges, immunities and franchises, of a public or private nature, of LLC; and all debts due on whatever account, including subscriptions to shares and all other choses in action and all and every other interest of or belonging to or due to LLC shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall thereafter effectively be the property of the Surviving Corporation as they were of the LLC, and the title to any real estate, whether by deed or otherwise, vested in LLC, shall not revert or be in any way impaired by reason of this merger. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of LLC. Any claim existing or action or proceeding pending by or against any of said LLC may be prosecuted as if the merger had not taken place or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon property of LLC shall be impaired by the merger.

4. If at any time the Surviving Corporation shall consider or be advised that any further assignments, assurances in law or any action is necessary, appropriate, or

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STATE  
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TALLAHASSEE, FLORIDA

desirable to vest in CORPORATION, according to the terms hereof, the title to any property or rights of LLC, the last acting officers of LLC, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

5. The directors and officers of the Surviving Corporation shall continue in office until they resign or until their successors are elected and qualified.

6. From and after the Effective Date, the Surviving Corporation shall continue to be governed under the laws of the State of Florida.

7. From and after the Effective Date, the Articles of Organization of LLC shall be deemed repealed and the Surviving Corporation shall continue to be governed by its existing Articles of Incorporation.

8. From and after the Effective Date, the By-laws of LLC shall be deemed repealed and the By-laws of the Surviving Corporation shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

9. With respect to all leases and other agreements, instruments or obligations under which LLC is obligated to obtain a consent prior to the merger herein contemplated in order to comply with the conditions thereof, or to vest its interest therein in the Surviving Corporation, LLC shall exercise all reasonable efforts to obtain such consent prior to the Effective Date of this merger.

10. The approval and adoption of this Agreement by the Board of Directors of each of the LLC and CORPORATION shall be recorded in the minutes of its meeting at which, or in the resolutions respectively adopted by unanimous consent action by which, such adoption and approval was effectuated; and, unless previously terminated in accordance with the terms hereof, CORPORATION shall submit the Articles of Merger incorporating the terms of this Agreement for filing and recording in accordance with the applicable laws of the State of Florida and will deliver the Articles of Merger incorporating the terms of this Agreement to the Department of State of Florida for filing and recording pursuant to Section 607.1105 of the Florida Act and may cause a copy of the Articles of Merger, certified by the Department of State, to be filed in the office of the official who is the recording officer of each county in Florida in which real property of any of the LLC, other than the Surviving Corporation, is located.

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TALLAHASSEE, FLORIDA

11. This Agreement may be terminated and abandoned by mutual consent of the Board of Directors of LLC at any time prior to the Effective Date of the merger contemplated herein.


IN WITNESS WHEREOF, LLC and CORPORATION have each caused this Agreement and Plan of Merger to be executed on their respective behalf and their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove first written.

FUN FOR KIDS, L.L.C.,  
a Florida limited liability company

Attest:

  
SAMUEL A. BLOCK, Sec./Treas.

By:

  
JACELYN K. BLOCK, Pres. and  
Managing Member

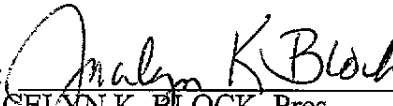
( CORPORATE SEAL )

FUN FOR KIDS OF VERO BEACH, INC.,  
a Florida corporation

Attest:

  
SAMUEL A. BLOCK, Sec./Treas.

By:

  
JACELYN K. BLOCK, Pres.

( CORPORATE SEAL )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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