

P01000083207

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

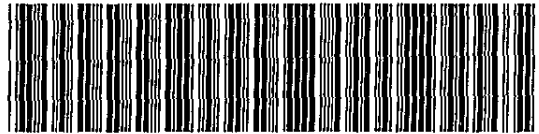
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200041707322

10/12/04 --01022--006 **70.00

FILED
04 OCT 25 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Menzies

10/26/04

DC

JOHN K. BAKER
W. CHRISTOPHER BARRIER
SHERRY P. BARTLEY
STEVE BAUMAN
R. T. BEARD, III
C. DOUGLAS BUFORD, JR.
FREDERICK K. CAMPBELL¹
DOAK FOSTER¹
BYRON FREELAND
ALLAN GATES¹
JOSEPH W. GELZINE
JACK D. GRUNDFEST²
HAROLD W. HAMLIN
L. KYLE HEFFLEY
DONALD H. HENRY
HERMANN IVESTER³
WALTER E. MAY
LANCE R. MILLER
STUART P. MILLER
T. ARK MONROE, III¹
DEBBY THETFORD NYE
ANNE S. PARKER
LYN P. PRUITT
CHRISTOPHER T. ROGERS
JOHN S. SELIG
LEIGH ANNE SHULTS
STAN D. SMITH
MARCELLA J. TAYLOR
JEFFREY THOMAS¹
NICHOLAS THOMPSON¹
WILLIAM H.L. WOODYARD, III, P.A.
WALTER G. WRIGHT, JR.
ELIZABETH ANDREOLI
MICHELLE H. CAULEY
AMY J. DUNN⁴
DAVID P. GLOVER

LAW OFFICES

MITCHELL, WILLIAMS,
SELIG, GATES & WOODYARD, P.L.L.C.

425 WEST CAPITOL AVENUE, SUITE 1800
LITTLE ROCK, ARKANSAS 72201-3525
TELEPHONE 501-688-8800
FAX 501-688-8807

5414 PINNACLE POINT DRIVE, SUITE 500
ROGERS, ARKANSAS 72758-5131
TELEPHONE 479-273-9561
FAX 479-273-0527

1110 WEST B STREET, SUITE C
RUSSELLVILLE, ARKANSAS 72801
TELEPHONE 479-967-7050
FAX 479-967-7078

WRITER'S DIRECT DIAL
501-370-4230

October 21, 2004

AMMIE E. HARRIS
JEFFREY W. HATFIELD
LINDSEY K. HOWARD
SARA F. ISRAEL
MARGARET A. JOHNSTON
TONY JUNEAU
LANEY GOSSETT MCCONNELL
KEN MISKEN
P. DELANNA PADILLA
JENNIFER R. PIERCE
CHERYL L. REINHART
PAM MOSELEY ROBERTS
JENNIFER A. RONNEL
JEFFREY L. SINGLETON
DERRICK W. SMITH
SHANNON SHORT SMITH
JEFFREY L. SPILLYARDS

COUNSEL
CHARLES B. CLUETT, JR.
KEN COOK
JEFFREY H. DIXON
ROBERT M. EUBANKS III, P.A.
ROBERT H. HOLMES
S. HUBERT MAYES, JR.
H. MAURICE MITCHELL
JEAN D. STOCKBURGER
RICHARD A. WILLIAMS, P.A.

1 ALSO ADMITTED IN DISTRICT OF COLUMBIA
2 ALSO ADMITTED IN COLORADO
3 ALSO ADMITTED IN THE U.S. PATENT
AND TRADEMARK OFFICE
4 ALSO ADMITTED IN MISSOURI
5 NOT ADMITTED IN ARKANSAS; ADMITTED
IN NEW YORK AND NEW JERSEY
6 ALSO ADMITTED IN TEXAS
7 ALSO ADMITTED IN ARIZONA AND TEXAS
ALL OTHERS ADMITTED IN ARKANSAS

Amendment Section
Division of Corporations
Attention: Ms. Darlene Connell
P. O. Box 6327
Tallahassee, Florida 32314

Re: Molder Sports, Inc.

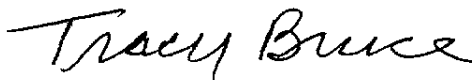
Dear Ms. Connell:

Enclosed as requested are Articles of Merger with attached Plan of Merger with original signatures.

If you have any questions, please contact me. Thank you for your assistance.

Very truly yours,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By 
Tracy Bruce, CLA
Certified Paralegal

/tb

Enclosure

JOHN K. BAKER
W. CHRISTOPHER BARRIER
SHERRY P. BARTLEY
STEVE BAUMAN
R. T. BEARD, III
C. DOUGLAS BUFORD, JR.
FREDERICK K. CAMPBELL¹
DOAK FOSTER¹
BYRON FREELAND
ALLAN GATES¹
JOSEPH W. GELZINE
JACK D. GRUNDFEST¹
HAROLD W. HAMLIN
L. KYLE HEFFLEY
DONALD H. HENRY
HERMANN IVESTER²
WALTER E. MAY
LANCE R. MILLER
STUART P. MILLER
T. ARK MONROE, III¹
DEBBY THETFORD NYE
ANNE S. PARKER
LYN P. PRUITT
CHRISTOPHER T. ROGERS
JOHN S. SELIG
LEIGH ANNE SHULTS
STAN D. SMITH
MARCELLA J. TAYLOR
JEFFREY THOMAS¹
NICHOLAS THOMPSON¹
WILLIAM H.L. WOODYARD, III, P.A.
WALTER G. WRIGHT, JR.
ELIZABETH ANDREOLI
MICHELLE H. CAULEY
AMY J. DUNN⁴
DAVID P. GLOVER

LAW OFFICES
**MITCHELL, WILLIAMS,
SELIG, GATES & WOODYARD, P.L.L.C.**

425 WEST CAPITOL AVENUE, SUITE 1800
LITTLE ROCK, ARKANSAS 72201-3525
TELEPHONE 501-688-8800
FAX 501-688-8807

5414 PINNACLE POINT DRIVE, SUITE 500
ROGERS, ARKANSAS 72758-8131
TELEPHONE 479-273-9561
FAX 479-273-0527

1110 WEST B STREET, SUITE C
RUSSELLVILLE, ARKANSAS 72801
TELEPHONE 479-967-7050
FAX 479-967-7078

WRITER'S DIRECT DIAL
501-370-4230

October 7, 2004

AMMIE E. HARRIS
JEFFREY W. HATFIELD
LINDSEY K. HOWARD
SARA F. ISRAEL
MARGARET A. JOHNSTON
TONY JUNEAU
LANEY GOSSETT MCCONNELL
KEN MISKEN
P. DELANNA PADILLA
JENNIFER R. PIERCE
CHERYL L. REINHART
PAM MOSELEY ROBERTS
JENNIFER A. RONNEL
JEFFREY L. SINGLETON
DERRICK W. SMITH
SHANNON SHORT SMITH
JEFFREY L. SPILLYARDS
COUNSEL
CHARLES S. CLYETT, JR.
KEN COOK
JEFFREY H. DIXON
ROBERT M. EUBANKS III, P.A.
ROBERT H. HOLMES
S. HUBERT MAYES, JR.
H. MAURICE MITCHELL
JEAN D. STOCKBURGER
RICHARD A. WILLIAMS, P.A.

¹ ALSO ADMITTED IN DISTRICT OF COLUMBIA
² ALSO ADMITTED IN COLORADO
³ ALSO ADMITTED IN THE U.S. PATENT
AND TRADEMARK OFFICE
⁴ ALSO ADMITTED IN MISSOURI
⁵ NOT ADMITTED IN ARKANSAS; ADMITTED
IN NEW YORK AND NEW JERSEY
⁶ ALSO ADMITTED IN TEXAS
⁷ ALSO ADMITTED IN ARIZONA AND TEXAS
ALL OTHERS ADMITTED IN ARKANSAS

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

Re: Molder Sports, Inc.

Ladies and Gentlemen:

Enclosed for filing is a certified copy of Articles of Merger with attached Plan of Merger, and one copy, merging Molder Sports, Inc., a Florida corporation, with and into Molder Sports, Inc., an Arkansas corporation (the surviving corporation).

Our firm check in the amount of \$70.00 is also enclosed. Please file the Articles of Merger and return the extra file-marked copy to me in the enclosed envelope.

If you have any questions, please contact me. Thank you for your assistance.

Very truly yours,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By

Tracy Bruce
Tracy Bruce, CLA
Certified Paralegal

/tb
Enclosures
cc: Mr. Bryce Molder
Jack D. Grundfest, Esq.

MOLDER SPORTS, INC.

ARTICLES OF MERGER

FILED: 10/06/04, #Pages: 5

Arkansas Secretary of State
Business Services Division

ARTICLES OF MERGER

Pursuant to the provisions of the Arkansas Business Corporation Act and the Florida Business Corporation Act, the undersigned corporations certify the following:

1. Molder Sports, Inc., a Florida corporation, document number P01000083207 ("Molder Sports-Florida"), is merged into Molder Sports, Inc., an Arkansas corporation ("Molder Sports-Arkansas"), effective immediately.

2. The Plan of Merger, including the time upon which it shall become effective, is set forth in Exhibit A attached hereto and, by this reference, incorporated herein.

3. The number of shares outstanding of each of the constituent corporations is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Molder Sports-Florida	100 shares of Common Stock
Molder Sport-Arkansas	100 shares of Commons Stock

4. The number of shares of Molder Sports-Florida common stock voted for said Plan of Merger was 100 shares and the number of shares of Molder Sports-Florida common stock voted against said Plan of Merger was 0.

5. The number of shares of Molder Sports-Arkansas common stock voted for said Plan of Merger was 100 shares and the number of shares of Molder Sports-Arkansas common stock voted against said Plan of Merger was 0.

6. The street address of Molder-Sports-Arkansas, the surviving entity, is 348 Pippinpost Drive, Conway, Arkansas 72034.

7. Molder Sports-Arkansas, the surviving entity, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of Molder Sports-Florida.

8. Molder Sports-Arkansas, the surviving entity, agrees to pay the dissenting shareholders of Molder Sports-Florida the amount, if any, to which they are entitled under §§ 607.1302, Florida Statutes.

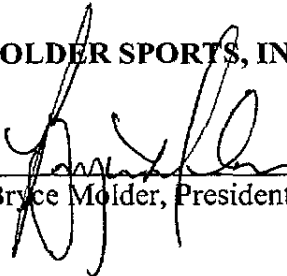
9. These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

FILED
04 OCT 25 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

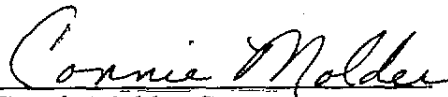
IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporation as of the day and year hereafter acknowledged.

EXECUTED this 6th day of October, 2004.

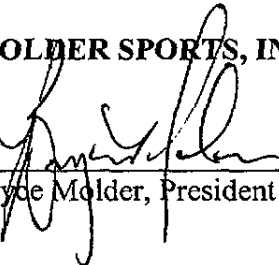
MOLDER SPORTS, INC., a Florida corporation

By: 
Bryce Molder, President


ATTEST:


Connie Molder, Secretary

MOLDER SPORTS, INC., an Arkansas corporation

By: 
Bryce Molder, President

ATTEST:


Connie Molder, Secretary

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (hereinafter called "Plan of Merger"), dated as of October 6, 2004, is between Molder Sports, Inc., a Florida corporation, (hereinafter called "Molder Sports-Florida" and sometimes called the "Merged Corporation"), and Molder Sports, Inc., an Arkansas corporation (hereinafter called "Molder Sports-Arkansas" or the "Surviving Corporation"). Molder Sports-Florida and Molder Sports-Arkansas are the constituent corporations to the merger and are sometimes hereinafter called the "Constituent Corporations."

ARTICLE 1 **EFFECT OF THE MERGER**

1.1. On the Effective Date of the Merger (as defined in Section 4.1), Molder Sports-Florida shall be merged into Molder Sports-Arkansas which shall be the Surviving Corporation. The corporate existence of Molder Sports-Arkansas with all its purposes, powers and objects shall continue unaffected and unimpaired by the merger; and as the Surviving Corporation, Molder Sports-Arkansas shall succeed to all rights, assets, liabilities and obligations of Molder Sports-Florida as set forth in the Arkansas Business Corporation Act and the Florida Business Corporation Act. The separate existence and corporate organization of Molder Sports-Florida shall cease upon the Effective Date of the Merger and thereafter Molder Sports-Arkansas shall continue as the Surviving Corporation under the laws of the State of Arkansas.

1.2. If, at any time after the Effective Date of the Merger, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or right of Molder Sports-Florida acquired or to be acquired by reason of or as a result of the merger, the officers and directors of Molder Sports-Florida shall and will in the name of Molder Sports-Florida or otherwise execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary and proper to vest, perfect or confirm title to such property and rights in the Surviving Corporation and otherwise to carry out the purpose of this Plan of Merger, and the proper officers and directors of the Surviving Corporation are fully authorized in the name of Molder Sports-Florida or otherwise to take any and all such action.

ARTICLE 2 **ARTICLES OF INCORPORATION AND** **BY-LAWS OF THE SURVIVING CORPORATION**

2.1. The Articles of Incorporation (the "Articles") and By-laws of Molder Sports-Arkansas as in effect on the Effective Date of the Merger shall be the Articles and By-laws of the Surviving Corporation until the same shall thereafter be amended or repealed.

PLAN AND AGREEMENT OF MERGER

ARTICLE 3
MANNER AND BASIS OF CONVERTING
SHARES OF THE CONSTITUENT CORPORATIONS

3.1. On the Effective Date of the Merger, no shares of common stock of the Surviving Company shall be issued or exchanged in the merger and each then issued and outstanding share of common stock of the Surviving Company shall, by virtue of the merger and without any action on the part of the holder thereof, continue as one share of common stock of the Surviving Company having the same designations, preferences, limitations and rights. Each then issued and outstanding share of common stock of the Merged Company shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and no securities, obligations, or shares of common stock of the Surviving Company shall be issued in exchange therefor.

ARTICLE 4
GENERAL

4.1. Articles of Merger shall be filed and recorded in the State of Arkansas and the State of Florida in accordance with applicable filing and recording requirements on such date as may be agreed upon by the Constituent Corporations. The merger shall become effective on October 6, 2004 (herein called the "Effective Date of the Merger").

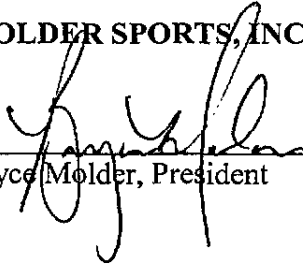
4.2. This Plan of Merger and the transactions contemplated herein may be terminated and the merger abandoned at any time prior to the Effective Date of the Merger by mutual consent of the Board of Directors of Molder Sports-Arkansas and Molder Sports-Florida.

4.3. The Surviving Corporation hereby agrees that it will promptly pay to the dissenting shareholders of either Constituent Corporation the amount, if any, to which they shall be entitled under the provisions of the Arkansas Business Corporation Act and the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

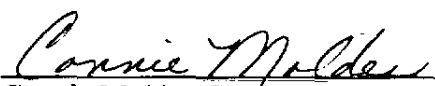
IN WITNESS WHEREOF, the parties have duly executed this Agreement the date above written.

PLAN AND AGREEMENT OF MERGER

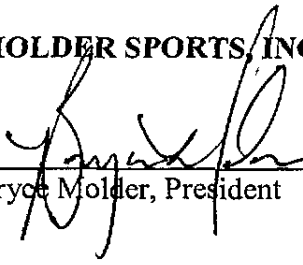
MOLDER SPORTS, INC., a Florida corporation

By: 
Bryce Molder, President


ATTEST:


Connie Molder, Secretary

MOLDER SPORTS, INC., an Arkansas corporation

By: 
Bryce Molder, President

ATTEST:


Connie Molder, Secretary