

PO10000088142

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

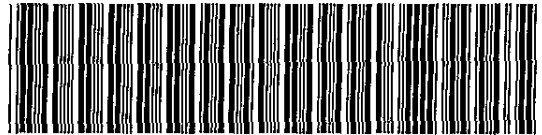
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Merger



600009650996

01/02/03--01019--017 **78.75

RECEIVED
03 JAN -2 AM 11:28
STATE DEPARTMENT OF CORPORATIONS
DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

FILED
03 JAN -2 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN - 3 2003

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308 - 850-222-2785

City/St/Zip

Phone #

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

1- BERNIE SANITATION, INC.

2-

3-

4-

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

WOLFGIRL, INC., a Florida entity, P01000088137

INTO

BERNIE SANITATION, INC., a Florida entity, P01000088142

File date: January 2, 2003

Corporate Specialist: Teresa Brown

ARTICLES AND PLAN OF MERGER

FILED
03 JAN - 2 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles and Plan of Merger entered into this 1st day of October, 2002, by and between BERNIE SANITATION, INC., a Florida corporation ("Bernie"), and WOLFGIRL, INC., a Florida corporation ("Wolfgirl").

W I T N E S S E T H:

WHEREAS, Bernie has an authorized capital stock consisting of 1,000 shares of Common Stock, par value \$1.00 per share, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS, Wolfgirl has an authorized capital stock consisting of 1,000 shares of Common Stock, par value \$1.00 per share, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS, the Boards of Directors of Bernie and Wolfgirl, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that Wolfgirl merge with Bernie under and pursuant to the provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes; and

WHEREAS, the respective shareholders of Bernie and Wolfgirl have approved the terms and conditions of the merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Approval. On October 1, 2002, all of the directors and shareholders of Bernie and all of the directors and shareholders of Wolfgirl adopted and approved these Articles of Merger by Written Consents to Action, each dated October 1, 2002.

2. Merger. Wolfgirl shall be and hereby is merged into Bernie.

3. Effective Date. These Articles of Merger shall become effective immediately upon compliance with the laws of the State of Florida, the time of such effectiveness being hereinafter called the Effective Date.

4. Surviving Corporation. Bernie shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of Wolfgirl shall cease forthwith upon the Effective Date.

5. Authorized Capital. The authorized capital stock of Bernie following the Effective Date shall be 1,000 shares of Common Stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6. Articles of Incorporation. The Articles of Incorporation of Bernie following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder, director or officer of Bernie or upon any other person whomsoever

are subject to this reserve power, shall continue as the Articles of Incorporation of the surviving corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of Bernie separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of Bernie.

7. Bylaws. The Bylaws of Bernie shall be the Bylaws of the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions hereof.

8. Further Assurance of Title. If at any time Bernie shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Bernie any right, title or interest of Wolfgirl held immediately prior to the Effective Date, Wolfgirl and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law or do all things necessary or proper to acknowledge or confirm such right, title or interest in Bernie as shall be necessary to carry out the purposes of these Articles of Merger, and Bernie and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Wolfgirl or otherwise.

9. Retirement of Organization Stock. Forthwith upon the Effective Date, each of the 100 shares of the Common Stock of Bernie presently issued and outstanding shall be retired, and no

shares of Common Stock or other securities of Bernie shall be issued in respect therewith.

10. Conversion of Outstanding Stock. Forthwith upon the Effective Date, each of the issued and outstanding shares of the Common Stock of Wolfgirl and all rights in respect thereof shall be converted into one fully paid and nonassessable share of Common Stock of Bernie, and each certificate nominally representing shares of Common Stock of Wolfgirl shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of Bernie. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of Bernie but, as certificates nominally representing shares of Common Stock of Wolfgirl, Bernie will cause to be issued therefor certificates for a like number of shares of Common Stock of Bernie.

11. Book Entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of Bernie in accordance with the following:

a. The assets and liabilities of Wolfgirl shall be recorded at the amounts at which they are carried on the books of Wolfgirl immediately prior to the Effective Date with appropriate adjustment to reflect the retirement of the 100 shares of Common Stock of Wolfgirl presently issued and outstanding.

b. There shall be credited to Capital Account the aggregate amount of the par value per share of all the Common Stock of Bernie resulting from the conversion of the outstanding Common Shares of Wolfgirl.

c. There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of Wolfgirl immediately prior to the Effective Date.

d. There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of Wolfgirl immediately prior to the Effective Date.

12. Directors. The names of the first directors of Bernie following the Effective Date, who shall be two (2) in number and who shall hold office from the Effective Date until their successors shall be elected and shall qualify, are as follows:

Brian L. Humboldt
Gayle B. Paynter

13. Officers. The names of the first officers of Bernie following the Effective Date, who shall hold office from the Effective Date until their successors shall be elected and shall qualify or until they shall resign or be removed from office, are as follows:

Gayle B. Paynter	President
Brian L. Humboldt	Vice President
Brian L. Humboldt	Secretary
Brian L. Humboldt	Treasurer

14. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of Bernie

as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of Bernie.

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

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

WOLFGIRL, INC.

BERNIE SANITATION, INC.

Approved by the Board of Directors and all of its Stockholders as of October 1, 2002.

Approved by the Board of Directors and all of its Stockholders as of October 1, 2002.

By: Gayle B. Paynter
Gayle B. Paynter, President

By: Gayle B. Paynter
Gayle B. Paynter, President

Attest:
Brian L. Humboldt
Brian L. Humboldt, Secretary

Attest:
Brian L. Humboldt
Brian L. Humboldt, Secretary