

P01000115869

CT CORPORATION

CORPORATION(S) NAME

HHHCO, Inc. Merged into: HHH-FL Co.

FILED
2002 MAY 16 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Profit	☐ Amendment	☒ Merger
☐ Nonprofit		
☐ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
☐ Certified Copy	☐ Photocopies	☐ CUS
☐ Call When Ready	☐ Call If Problem	☐ After 4:30
☒ Walk In	☐ Will Wait	☒ Pick Up
☐ Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/16/02

Order#: 4988301

Ref#: _____

Amount: \$ _____

*Merger * N.C.*

C. Coullitte MAY 16 2002 500005554785--0

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RECEIVED
02 MAY 16 AM 11:18
-05/16/02--01035--022
*****70.00 *****70.00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HHHCO, INC, a New Jersey corporation not qualified

INTO

HHH-FL CO. which changed its name to

HHHCO, INC., a Florida entity, P01000115869.

File date: May 16, 2002

Corporate Specialist: Cheryl Coulliette

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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>HHH-FL Co.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>HHHCO, Inc.</u>	<u>New Jersey</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 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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 8, 2002 and shareholder approval was not required.

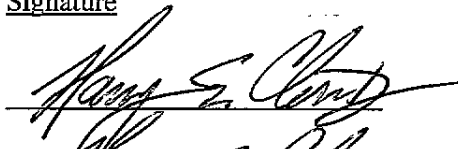
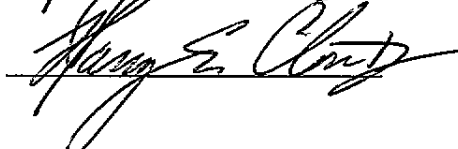
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 8, 2002.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>HHH-FL Co.</u>		<u>Harry E. Cloud, President</u>
<u>HHHCO, Inc.</u>		<u>Harry E. Cloud, President</u>

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>HHHCO, Inc.</u>	<u>New Jersey</u>

The name and jurisdiction of each **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
<u>HHH-FL Co.</u>	<u>Florida</u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

The parent corporation, HHHCO, Inc., shall be merged with and into the subsidiary corporation, HHH-FL Co., the separate existence of HHHCO, Inc. shall cease, and HHH-FL Co., as the surviving corporation, shall change its name to "HHHCO, Inc."

Upon the effective date of the merger, each share of HHHCO, Inc. Common Stock, outstanding immediately prior thereto shall by virtue of the merger and without any action by either of the parent corporation, the subsidiary corporation, the holder of such share or any other person, be converted into and exchanged for one share of Common Stock of the HHH-FL Co.

Upon the effective date of the merger, each share of Common Stock of HHH-FL Co. issued and outstanding immediately prior thereto shall, by virtue of the merger and without any action by HHH-FL Co., the holder of such share or any other person, be canceled and returned to the status of authorized but unissued shares.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Upon the effective date of the merger, each share of HHHCO, Inc. Common Stock outstanding immediately prior thereto shall by virtue of the merger be converted into and exchanged for one share of Common Stock of HHH-FL Co. so that, after the effective date of the merger, each person who previously held shares of HHHCO, Inc. Common Stock shall, in lieu thereof, own an identical number of shares of Common Stock of the surviving corporation, HHH-FL Co.

After the effective date of the merger, each outstanding certificate theretofore representing shares of HHHCO, Inc. Common Stock shall be deemed for all purposes to represent the number of shares of the surviving corporation's Common Stock into which shares of HHHCO, Inc. Common Stock were converted in the merger. The registered owner on the books and records of the surviving corporation of any such outstanding certificate shall have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the surviving corporation represented by such outstanding certificate.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The Articles of Incorporation of HHH-FL Co. as in effect immediately prior to the effective date of the merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation, except that the name of the surviving corporation shall be changed to "HHHCO, Inc."

The By-laws of HHH-FL Co. as in effect immediately prior to the effective date of the merger shall continue in full force and effect as the By-laws of the surviving corporation until duly amended in accordance with the provisions thereof and applicable law; provided, however, that the name of the surviving corporation as provided in such By-laws shall be changed to "HHHCO, Inc."

The directors and officers of HHH-FL Co. immediately prior to the effective date of the merger shall be the directors and officers of the surviving corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the surviving corporation or the By-laws of the surviving corporation.

**AGREEMENT AND PLAN OF MERGER
OF
HHH-FL CO.
(a Florida Corporation)
AND
HHHCO, INC.
(a New Jersey Corporation)**

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 8, 2002, is between HHH-FL Co. ("HHH-FL"), a Florida corporation, and HHHCO, Inc. ("HHHCO"), a New Jersey corporation. HHH-FL and HHHCO are sometimes referred to herein collectively as the "Constituent Corporations."

Recitals:

HHH-FL is a corporation duly organized and existing under the laws of the State of Florida and has a total authorized capital stock consisting of 2,000,000 shares of Common Stock, \$.01 par value. As of the date hereof, and before giving effect to the transactions contemplated hereby, 100,000 shares of Common Stock were outstanding, all of which were held by HHHCO.

HHHCO is a corporation duly organized and existing under the laws of the State of New Jersey and has a total authorized capital stock consisting of 2,000,000 shares of Common Stock, \$.01 par value, and 1,000,000 shares of Preferred Stock, \$.01 par value. As of the date hereof, and before giving effect to the transactions contemplated hereby, 113,700 shares of Common Stock and no shares of Preferred Stock were outstanding.

HHH-FL is a wholly owned subsidiary of HHHCO.

The Board of Directors of HHHCO has determined that, for the purpose of effecting the reincorporation of HHHCO in the State of Florida, it is advisable and in the best interests of HHHCO that HHHCO merge with and into HHH-FL upon the terms and conditions herein provided.

The respective Boards of Directors of HHH-FL and HHHCO have approved this Agreement and have directed that this Agreement be submitted to a vote of the stockholders of the respective corporations and that it be executed by the duly authorized officers of such corporations.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, HHH-FL and HHHCO hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Florida Business Corporation Act and the New Jersey Business Corporation Act, HHHCO shall be merged with and into HHH-FL (the "Merger"), the separate existence of HHHCO shall cease, and HHH-FL shall change its name to "HHHCO, Inc." HHH-FL shall be, and is herein sometimes referred to as, the "Surviving Corporation."

1.2 Filing and Effectiveness. The Merger shall not become effective until the following actions shall be completed:

(a) This Agreement and the Merger shall have been adopted and approved by the stockholders of HHHCO and the sole shareholder of HHH-FL in accordance with the requirements of the New Jersey Business Corporation Act and the Florida Business Corporation Act, respectively;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) Executed Articles of Merger meeting the requirements of the Florida Business Corporation Act shall have been filed with the Department of State of the State of Florida; and

(d) An executed Certificate of Merger meeting the requirements of the New Jersey Business Corporation Act shall have been filed with the Secretary of State of the State of New Jersey.

The date and time when the Merger shall become effective as aforesaid is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of HHHCO shall cease, and HHH-FL, as the Surviving Corporation shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) be subject to all actions previously taken by its and HHHCO's Board of Directors, (iii) succeed, without other transfer or assignment, to all of the assets, rights, powers and property of HHHCO in the manner more fully set forth in the Florida Business Corporation Act, (iv) continue to be subject to all of the debts, liabilities and obligations of HHH-FL as constituted immediately prior to the Effective Date of the Merger, and (v) succeed, without other transfer or assignment, to all of the debts, liabilities and obligations of HHHCO in the same manner as if HHH-FL had itself incurred them, all as more fully provided under the applicable provisions of the Florida Business Corporation Act and the New Jersey Business Corporation Act.

1.4 Waiver of Dissenters Rights. HHHCO hereby waives any and all rights to dissent from the Merger.

II. ORGANIZATIONAL DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. The Articles of Incorporation of HHH-FL as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that the name of the Surviving Corporation shall be changed to "HHHCO, Inc."

2.2 By-laws. The By-laws of HHH-FL as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the By-laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law; provided, however, that the name of the Surviving Corporation as provided in such By-laws shall be changed to "HHHCO, Inc."

2.3 Directors and Officers. The directors and officers of HHH-FL immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the By-laws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 HHHCO Common Shares. Upon the Effective Date of the Merger, each share of HHHCO Common Stock, outstanding immediately prior thereto shall by virtue of the Merger and without any action by either of the Constituent Corporations, the holder of such share or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock of the Surviving Corporation.

3.2 HHH-FL Common Stock. Upon the Effective Date of the Merger, each share of Common Stock of HHH-FL issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by HHH-FL, the holder of such share or any other person, be canceled and returned to the status of authorized but unissued shares.

3.3 Certificates. After the Effective Date of the Merger, each outstanding certificate theretofore representing shares of HHHCO Common Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock into which shares of HHHCO Common Stock were converted in the Merger. The registered owner on the books and records of the Surviving Corporation of any such outstanding certificate shall have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by HHH-FL or by its successors or assigns, there shall be executed and delivered on behalf of HHHCO such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by HHH-FL the title to and possession of all the property, interests, assets, rights,

privileges, immunities, powers, franchises and authority of HHHCO and otherwise to carry out the purposes of this Agreement, and the officers and directors of HHH-FL are fully authorized in the name and on behalf of HHHCO or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either HHHCO or of HHH-FL, or of both, notwithstanding the approval of this Agreement by the shareholders of HHHCO.

4.3 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Department of State of the State of Florida, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not: (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (b) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock or any Constituent Corporation.

4.4 Registered Office. The registered office of the Surviving Corporation in the State of Florida is to be located at 128 Lauren Place, St. Augustine, Florida 32080-5814.

4.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 128 Lauren Place, St. Augustine, Florida 32080-5814, and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

4.6 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the New Jersey Business Corporation Act.

4.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Boards of Directors of HHH-FL Co., a Florida corporation, and HHHCO, Inc., a New Jersey corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

Attest:

By: Rita Muehl
Title: VP Finance

HHH-FL CO.,
a Florida corporation

By: Ray E. Clark
Title: President

Attest:

By: Rita Muehl
Title: VP Finance

HHHCO, INC.,
a New Jersey corporation

By: Ray E. Clark
Title: President

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