

PD 1000120988

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Special Instructions to Filing Officer:

524  
make amendments  
in plan of  
merger

Office Use Only



500033434365

EFFECTIVE DATE

4-20-04

00/0000--01051--001 \*\*70.00

FILED  
APR 20 2004  
FBI - NEW YORK

JB  
5-20-04

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PENSACOLA, FLORIDA 32501

MAIL TO:  
POST OFFICE BOX 1831  
PENSACOLA, FLORIDA 32598-1831

April 20, 2004

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Merger of Azimuth, LLC. Into American Marksman of Pensacola, Inc.

Gentlemen:

Please find enclosed the original and one copy each of the Articles of Merger and Plan of Merger for the referenced corporations. Both have been subscribed and acknowledged by the incorporator. If the articles meet with your approval, we would appreciate your filing the original and certifying and returning the copies to our office.

Also enclosed is our check for \$70.00 representing payment of the following items:

Filing fee (two parties)      \$70.00

Thank you for your assistance in this matter.

Yours sincerely,

SHELL, FLEMING, DAVIS & MENGE

Jason R. Mosley

JRM  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 3, 2004

JASON R. MOSLEY  
SHELL, FLEMING, DAVIS & MENGE  
PO BOX 1831  
PENSACOLA, FL 32598-1831

SUBJECT: AMERICAN MARKSMAN OF PENSACOLA INC.  
Ref. Number: P01000120988

We have received your document for AMERICAN MARKSMAN OF PENSACOLA INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must make any amendment to the corporation in the Plan of Merger, you cannot attach separate Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 704A00030039

RECEIVED  
MAY 10 2004  
PENSACOLA, FL  
12:59 PM

**ARTICLES OF MERGER**

**OF**

**AZIMUTH, LLC a Florida Limited Liability Company**

✓ 101-120988

**INTO**

**AMERICAN MARKSMAN OF PENSACOLA, INC., a Florida corporation**

✓ 101-120988

ARTICLES OF MERGER between American Marksman of Pensacola, Inc. (the "Surviving Corp.") and Azimuth, LLC, (the "Disappearing Company") (collectively the "Constituent Companies").

EFFECTIVE DATE  
4-20-04

Under § 607.1105 of the Florida Business Corporation Act (the Florida "Act") and §608.438 of the Florida Limited Liability Company Act (the "LLC Act"), Azimuth, LLC and American Marksman of Pensacola, Inc. adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated April 20<sup>th</sup>, 2004, between Azimuth, LLC and American Marksman of Pensacola, Inc. was approved and adopted by the members of Azimuth, LLC and was adopted by the Board of Directors of American Marksman of Pensacola, Inc. on April 20<sup>th</sup>, 2004 because shareholder approval of the Plan of Merger is not required by the shareholders of American Marksman of Pensacola, Inc. by § 607.1103(7) of the Florida Act.

2. Under the Plan of Merger, all issued and outstanding membership interests of Azimuth, LLC will be acquired by means of a merger of Azimuth, LLC into American Marksman of Pensacola, Inc. with American Marksman of Pensacola, Inc. being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under § 607.1105(1)(b) of the Florida Act, the date and time of the effectiveness of the Merger shall be April 20<sup>th</sup>, 2004.

5. The Constituent Companies have complied with all the requirements necessary to effect this merger.

IN WITNESS WHEREOF, the parties have set their hands on this 20<sup>th</sup> day of April, 2004.

Disappearing Company:  
Azimuth, LLC

By: Mark D. Eberhard  
Mark Eberhard, Member

By: Joe Chamberlain  
Joe Chamberlain, Member

Witnesses as to Disappearing Company:

Norman P. Kiefer  
Witness

Cynthia J. Higgins  
Witness

Surviving Corporation:  
American Marksman of Pensacola, Inc.

By: Mark D. Eberhard  
Mark Eberhard, Its President

Witnesses as to Surviving Corporation:

Leah ...  
Witness

Donna River  
Witness

NOTARIAL PUBLIC  
JAMES H. ...  
629 16 12 04

## PLAN OF MERGER

Merger between American Marksman of Pensacola, Inc. (the "Surviving Corp.") and Azimuth, LLC, (the "Disappearing Company") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§ 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as attached shall be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, the full membership interest of Disappearing Company shall without more be converted into and exchanged for ten thousand shares of Surviving Corp. common stock in accordance with this Plan. One Hundred shares of Surviving Corp. shall be given to each member of Disappearing Company for each one percent (1%) interest said member holds in Disappearing Company immediately before the Effective Date.

3. Satisfaction of Rights of Disappearing Corp.'s Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Company's membership interests shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted interests.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Company. shall cease, and Surviving Corp. shall be fully vested in Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Company, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary and proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Company and Surviving Corp. shall cause their respective executives to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed

incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with § 607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors or other governing body of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the Same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after the filing of the Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

Approved this 20<sup>th</sup> day of April, 2004.

Disappearing Company:  
Azimuth, LLC

By: Mark Eberhard  
Mark Eberhard, Member

By: Joe Chamberlain  
Joe Chamberlain, Member

Surviving Corporation:  
American Marksman of Pensacola, Inc.

By: Mark W. Eberhard  
Mark Eberhard, Its President

RECEIVED  
APR 21 2004  
CLERK OF CIRCUIT COURT  
PENSACOLA, FLORIDA