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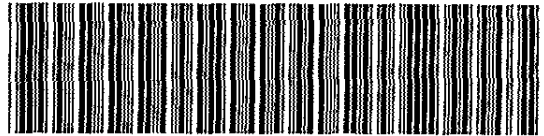
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\* A PROFESSIONAL CORPORATION \*\* ADMITTED ONLY IN NEW YORK

November 20, 2003

VIA FEDERAL EXPRESS

E-MAIL [hproctor@tswsslaw.com](mailto:hproctor@tswsslaw.com)  
DIRECT LINE (619) 238-4811

Florida Department of State  
Division of Corporations  
Attn: Thelma Lewis  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Merger of Fit After Fifty, Inc., a Florida Corporation, into Fit After Fifty, Inc., a Delaware corporation

Dear Sir/Madam:

In accordance with your conversation with my office on November 18, 2003, enclosed please find an original and two copies of the Articles of Merger for the above-referenced matter. These Articles are to replace the one previously provided to you, as the previous Articles were in the incorrect form. (It was explained to us that we used the articles for merging cross-entities, and we were to use the articles for merging a Florida corporation into a foreign corporation.) Once the revised Articles of Merger are filed, please return a file-stamped copy to me in the Federal Express envelope which was previously provided. Also, my office was informed that no additional filing fee was required for this substitution.

I thank you for your courtesies with respect to this matter. If you have any additional concerns, please contact me.

Very truly yours,

Harry J. Proctor  
SOLOMON WARD SEIDENWURM & SMITH, LLP

HJP/eas  
Enclosure  
P:231517.1:64375.001



SOLOMON WARD SEIDENWURM & SMITH, LLP

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\* A PROFESSIONAL CORPORATION \*\* ADMITTED ONLY IN NEW YORK

November 11, 2003

VIA FEDERAL EXPRESS

E-MAIL: hproctor@swsslaw.com  
DIRECT LINE: (619) 238-4811

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Merger of Fit After Fifty, Inc., a Florida Corporation, into Fit After Fifty, Inc., a Delaware corporation

Dear Sir/Madam:

Enclosed please find an original and two copies of Articles of Merger for the above-referenced matter. Also enclosed please a check, in the amount of \$78.75, made payable to the Florida Department of Corporations for the requisite filing fees. The fee represents a filing fee of \$35.00 per party and \$8.75 for a certified copy. Once the Articles of Merger are filed, would you be kind enough to return the certified copy to me in the Federal Express envelope which is enclosed for your convenience.

I thank you in advance for your anticipated courtesies with respect to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Harry J. Proctor  
SOLOMON WARD SEIDENWURM & SMITH, LLP

HJP/eas  
Enclosures

cc: Paul N. Cole

P:231015.1:64375.001

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Fit After Fifty, Inc.	Delaware	Not known

**SECOND:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Fit After Fifty, Inc.	Florida	Not known

**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.

**FIFTH:** The Plan of Merger was adopted by the shareholders of the surviving corporation on October 31, 2003.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the merging corporation on October 31, 2003.

**SEVENTH:** Signatures for each corporation:

**FIT AFTER FIFTY, INC.,**  
a Florida corporation

By: Paul N. Cole  
Paul N. Cole, Chief Executive Officer

**FIT AFTER FIFTY, INC.,**  
a Delaware corporation

By: Paul N. Cole  
Paul N. Cole, Chief Executive Officer

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Exhibit

Plan of Merger

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of October 31, 2003 (this "Agreement") is between Fit After Fifty, Inc., a Delaware corporation ("FAF - Delaware"), and Fit After Fifty, Inc., a Florida corporation ("FAF"). FAF - Delaware and FAF are sometimes referred to herein as the "Constituent Corporations."

### RECITALS

A. FAF - Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has a total authorized capital stock of Forty Million (40,000,000) shares. The number of shares of Common Stock authorized to be issued is Thirty Million (30,000,000), par value \$.001. The total number of shares of Preferred Stock authorized to be issued is Ten Million (10,000,000), par value \$.001. As of the date hereof, Ten (10) shares of Common Stock were outstanding, and no shares of Preferred Stock were outstanding.

B. FAF is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital stock of Two Thousand (2,000) shares, designated as Common Stock. As of the date hereof, Two Thousand (2,000) shares of Common Stock were outstanding.

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

D. The respective Boards of Directors of FAF - Delaware and FAF have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, FAF - Delaware and FAF 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 Delaware General Corporation Law and the General Corporation Law of the State of Florida, FAF shall be merged with and into FAF - Delaware (the "Merger"). The separate existence of FAF shall cease and FAF - Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation." The name of the Surviving Corporation shall be "Fit After Fifty, Inc."

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 FAF and FAF - Delaware in accordance with the requirements of the Delaware General Corporation Law and the Florida Business Corporation Act;

(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) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) An executed counterpart of this Agreement, an Articles of Merger or any other document filed with the Secretary of State of Delaware pursuant to section (c) above shall have been filed with the Department of State of Florida.

The date and time when the Merger shall become effective as set forth above, 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 FAF shall cease and FAF - Delaware, as the Surviving Corporation (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and FAF's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of FAF in the manner more fully set forth in Section 259 of the General Corporation Law of the State of Delaware, (iv) shall continue to be subject to all of the debts, liabilities and obligations of FAF - Delaware as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of FAF in the same manner as if FAF - Delaware had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act.

## **II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS**

2.1. CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of FAF - Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2. BYLAWS. The Bylaws of FAF - Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3. DIRECTORS AND OFFICERS. The directors and officers of FAF - Delaware immediately prior to the Effective Date of the Merger shall be 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 Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## **III. MANNER OF CONVERSION OF STOCK**

3.1. FAF COMMON SHARES. Upon the Effective Date of the Merger, each share of FAF Common Stock, no par value, issued and outstanding immediately prior thereto shall by virtue

of the Merger and without any action by the Constituent Corporations, the holder of such share or any other person, be converted into and exchanged for 275 fully paid and nonassessable shares of Common Stock, par value \$.001 per share, of the Surviving Corporation.

3.2. FAF - Delaware COMMON SHARES. Upon the Effective Date of the Merger, each share of Common Stock, par value \$.001 per share, of FAF - Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by FAF - Delaware, the holder of such shares or any other person, be exchanged for One Dollar (\$1.00), canceled and returned to the status of authorized but unissued shares.

3.3. EXCHANGE OF CERTIFICATES. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of FAF Common Stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to such holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate previously representing shares of FAF Common Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock into which such shares of FAF Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, 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 the Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing the Common Stock so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of FAF so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws, or other such additional legends as agreed upon by the holder and the Surviving Corporation.

If any certificate for shares of FAF - Delaware capital stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of FAF - Delaware that such tax has been paid or is not payable.

No action need be taken by holders of FAF Common to exchange their certificates for shares of FAF - Delaware Common Stock; this will be accomplished at the time of the next transfer by the shareholder. Certificates for shares of FAF capital stock will automatically represent an equal number of shares of FAF - Delaware capital stock upon the Effective Date of the Merger.



#### IV. GENERAL

4.1. COVENANTS OF FAF - Delaware. FAF - Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

4.1.1. Qualify to do business as a foreign corporation in the State of Florida, if required by law.

4.1.2. Take such other actions as may be required by the Florida Business Corporation Act.

4.2. FURTHER ASSURANCES. From time to time, as and when required by FAF - Delaware or by its successors or assigns, there shall be executed and delivered on behalf of FAF 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 conform of record or otherwise by FAF - Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of FAF and otherwise to carry out the purposes of this Agreement, and the officers and directors of FAF - Delaware are fully authorized in the name and on behalf of FAF or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3. 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 FAF or of FAF - Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of FAF.

4.4. 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 Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholder or shareholders of either Constituent Corporation shall not: (1) 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, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger or (3) 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 of any Constituent Corporation.

4.5. REGISTERED OFFICE. The registered office of the Surviving Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle and the registered agent of the Surviving Corporation at such address is The Corporation Trust Company.

4.6. AGREEMENT. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at FAF - Delaware, Inc., 1760 Highland Avenue, Melbourne, Florida 92935, and copies thereof will be furnished to any stockholder or shareholder of either Constituent Corporation, upon request and without cost.

4.7. 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 Delaware and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

4.8. 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 FAF - Delaware, Inc., a Delaware corporation, and FAF, Inc., a Florida corporation, is hereby executed on behalf of each of such two corporations by their duly authorized respective officers.

FIT AFTER FIFTY, INC.,  
a Delaware corporation

By: Paul N. Cole  
Paul N. Cole, Chief Executive Officer

FIT AFTER FIFTY, INC.,  
a Florida corporation

By: Paul N. Cole  
Paul N. Cole, Chief Executive Officer

FIT AFTER FIFTY, INC.,  
a Delaware corporation

CERTIFICATE OF OFFICER

I, Paul N. Cole, Chief Executive Officer, of Fit After Fifty, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies, as the Chief Executive Officer of the Corporation, that the Agreement and Plan of Merger (the "Merger Agreement") to which this certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation was duly submitted to the Corporation's sole stockholder by a written consent, for the purpose of considering and taking action upon the Merger Agreement; that 10 shares of stock of the Corporation were issued and outstanding on such date; that the holder of such 10 shares consented to the Merger Agreement, the such affirmative consent representing at least a majority of the total number of shares of the outstanding capital stock of the Corporation; and that thereby the Merger Agreement was duly adopted as the act of the stockholders of the Corporation, and the duly adopted agreement of the Corporation.

WITNESS my hand on behalf of the Corporation on this 31 day of October 2003.

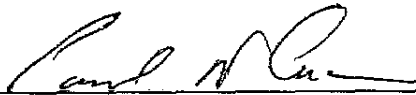
  
\_\_\_\_\_  
Paul N. Cole, Chief Executive Officer

**FIT AFTER FIFTY, INC.,**  
a Florida corporation

**CERTIFICATE OF OFFICE**

I, Paul N. Cole, Chief Executive Officer of Fit After Fifty, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies, as the Secretary of the Corporation, that the Agreement and Plan of Merger (the "Merger Agreement") to which this certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation was duly submitted to a majority of the Corporation's stockholder by a written consent, for the purpose of considering and taking action upon the Merger Agreement; that 2,000 shares of stock of the Corporation were issued and outstanding on such date; that the holders of 2,000 shares, acting in accordance with the Corporation's bylaws and Florida Business Corporation Act, consented to the Merger Agreement, the such affirmative consent representing at least a majority of the total number of shares of the outstanding capital stock of the Corporation; and that thereby the Merger Agreement was duly adopted as the act of the stockholders of the Corporation, and the duly adopted agreement of the Corporation.

WITNESS my hand on behalf of the Corporation on this 31 day of October 2003.



Paul N. Cole, Chief Executive Officer