

P.02000104607

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

BLUE RIBBON ENTERPRISES, INC.

Name	
Liability	
Document	
Examiner	DCC
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Page Count	09-11
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BLUE RIBBON ENTERPRISES, LLC, A FLORIDA LIMITED LIABILITY
COMPANY (L02000013340)

INTO

BLUE RIBBON ENTERPRISES, INC., a Florida entity, P02000104607.

File date: September 30, 2002

Corporate Specialist: Diane Cushing

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. BLUE RIBBON ENTERPRISES, LLC 15780 N.W. 16th Avenue Citra, FL 32113	Florida	Limited Liability Company
Florida Document/Registration Number: L02000013340		FEI Number: _____
2. _____ _____ _____		_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____		_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____		_____
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(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BLUE RIBBON ENTERPRISES, INC.	Florida	Corporation
Lake Shore Towers, #402		
2306 Southwest 13th Street		
Gainesville, FL 32608		

Florida Document/Registration Number: P02000104607 FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

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(Enter specific date, NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>
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BLUE RIBBON ENTERPRISES, LLC

CH Reid

Typed or Printed Name of Individual

Gillian Ann Reid, Authorized Person

BLUE RIBBON ENTERPRISES, INC.

J. H. Reed

Gillian Ann Reid, President

(Attach additional sheet(s) if necessary)

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EXHIBIT A

PLAN OF MERGER
OF
BLUE RIBBON ENTERPRISES, LLC
INTO
BLUE RIBBON ENTERPRISES, INC.

This Plan and Agreement of Merger made and entered into on the 18th day of September, 2002 by and between BLUE RIBBON ENTERPRISES, INC., a Corporation (herein sometimes referred to as the Surviving Entity) and BLUE RIBBON ENTERPRISES, LLC, A Limited Liability Company (herein sometimes referred to as the Merging Entity), said entities hereinafter sometimes referred to jointly as the Constituent Entities.

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WITNESSETH:

WHEREAS BLUE RIBBON ENTERPRISES, INC. is a Corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Department of State of the State of Florida on September 27, 2002; and

WHEREAS the total number of shares of stock which BLUE RIBBON ENTERPRISES, INC. has the authority to issue is two hundred (250) shares of which ONE HUNDRED (100) shares are now issued and outstanding; and

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WHEREAS BLUE RIBBON ENTERPRISES, LLC is a Limited Liability Company organized and existing under the laws of the State of Florida its Articles of Organization having been filed in the Office of the Department of State of the State of Florida on May 31, 2002; and

WHEREAS the Board of Directors of the Surviving Corporation and the Members of the Merging Limited Liability Company deem it advisable that BLUE RIBBON ENTERPRISES, LLC (the Merging Entity) be merged into BLUE RIBBON ENTERPRISES, INC. (the Surviving Entity) on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the Florida Statutes which permits such a merger;

NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the Merging Entity and the Surviving Entity, by the Board of Directors of the Surviving Entity and the Members of the Merging Entity have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Merging Entity and the Surviving Entity shall be merged into a single Entity, in accordance with applicable provisions of the Florida Statutes, by BLUE RIBBON ENTERPRISES, LLC merging into BLUE RIBBON ENTERPRISES, INC. which shall be the Surviving entity.

ARTICLE II

This merger shall be effective upon filing with the Florida Department of State, Corporation Division.

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1. The two Constituent Entities shall be a single Entity, which shall be the Surviving Entity, and the separate existence of the Entities shall cease except to the extent provided by law in the case of an Entity after its merger into another Entity.

2. The Surviving Entity shall thereupon and thereafter, possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the Merging Entity; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to the Merging Entity, shall be taken and deemed to be vested in the Surviving Entity without further act or deed.

3. The Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of Merging Entity; and any claim existing or action or proceeding pending by or against the Merging Entity may be prosecuted to judgment or, if deemed necessary the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Constituent Entities shall be impaired by the merger;

4. The aggregate amount of the net assets of the Constituent Entities which were available for the payment of dividends to the Shareholders of the Surviving Corporation and to the Members of the Merging Limited Liability Company immediately prior to the merger shall continue to be available for distribution to the Shareholders of the Surviving Entity.

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5. The By-Laws of BLUE RIBBON ENTERPRISES, INC. as existing and constituted immediately prior to the effective date of merger shall be and constitute the By-Laws of the Surviving Entity;

ARTICLE III

The Articles of Incorporation of the Surviving Entity filed with the Office of the Department of the State of the State of Florida on the day of September, 2002 shall be the Articles of Incorporation of the Surviving Entity on the effective date of this merger.

ARTICLE IV

The manner and basis of converting the interests of the Merging Entity into shares of the Surviving Entity is as follows:

(1) The assets and liabilities of the Merging Entity shall be transferred to the Surviving Entity. The members of the Merging Entity shall surrender their interest certificates and they shall be cancelled.

(2) The shares held by the Shareholders in the Surviving Entity shall be unaffected by the merger.

(3) After the effective date of the merger, only the shares held by the Shareholders of the Surviving Entity shall be a valid interest.

ARTICLE V

The Surviving Entity, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

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ARTICLE VI

If at any time the Surviving Entity shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Entity the title to any property or rights of the Merging Entity, the proper officers, directors and members of the Merging Entities shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Entity, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders and members of each of the Constituent Entities, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said Entities upon the approval or adoption thereof by the shareholders and members of each of the Constituent Entities in accordance with the requirements of the laws of the State of Florida.

ARTICLE VIII

This plan and agreement involves a statutory merger of an entity referred to in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and this plan and agreement is adopted to satisfy the requirements of said section of the Internal Revenue Code pertaining to non-recognition of gains and losses. It is the intention of this plan and agreement to comply with the requirements of said section of the Internal Revenue Code of 1986, as amended.

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IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity, pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors and Members have caused this Plan and Agreement of Merger to be executed by the President of the Surviving Entity and an Authorized Person of the Merging Entity hereto, and the entities seals affixed.

BLUE RIBBON ENTERPRISES, INC.

By: *G. A. Reid*
Gillian Ann Reid, President

Dated: September 18, 2002

BLUE RIBBON ENTERPRISES, LLC

By: *G. A. Reid*
Gillian Ann Reid, Authorized Person

Dated: September 18, 2002

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