

P02000120772

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MERGER OR SHARE EXCHANGE

HAMM RACING INCORPORATED

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Merge
12/5

ARTICLES OF MERGER
Merger Sheet

MERGING:

HAMM RACING INCORPORATED, a Kansas corporation not qualified in Florida

INTO

HAMM RACING INCORPORATED, a Florida entity, P02000120772

File date: December 4, 2002

Corporate Specialist: Karen Gibson

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NQ(S)

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ARTICLES AND CERTIFICATE
OF MERGER OF
HAMM RACING INCORPORATED, a Kansas corporation
INTO
HAMM RACING INCORPORATED, a Florida corporation

Pursuant to the provisions of Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging Hamm Racing Incorporated, a Kansas corporation ("Merged Corporation"), into Hamm Racing Incorporated, a Florida corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of CorporationState of Incorporation

Hamm Racing Incorporated

Kansas

Hamm Racing Incorporated

Florida

2. The laws of the State of Florida permit this Merger.
3. The name of the Surviving Corporation is Hamm Racing Incorporated, and it is to be governed by the laws of the State of Florida.
4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on November 1, 2002. The Plan was submitted to the Shareholders of Surviving Corporation. 1,012 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, were entitled to vote on the Plan. 1,012 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, voted to approve the Plan on November 1, 2002. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan. The merger has been approved, adopted, certified, executed, and acknowledged by each constituent corporation.

6. The President and Secretary of Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Merged Corporation on November 1, 2002. The Plan was submitted to the Shareholders of Merged Corporation. 1,012,000 shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, were entitled to vote on the Plan. 1,012,000 shares of

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the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, voted to approve the Plan on November 1, 2002. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Kansas Corporation Code. No shares voted against the Plan. The merger has been approved, adopted, certified, executed, and acknowledged by each constituent corporation.

7. Surviving Corporation may be served with process in any action or special proceeding for the enforcement of any liability or obligation of Merged Corporation previously amenable to suit in Kansas and for the enforcement of the right of Merged Corporation's shareholders to receive payment for their shares against the Surviving Corporation. The Secretary of State of the State of Kansas shall be the designated agent upon whom process against it may be served. The Secretary of State of the State of Kansas, as the designated agent of the Surviving Corporation, shall mail a copy of any process served against the Surviving Corporation to the Department of State, 409 East Gaines Street, Tallahassee, Florida 32399.

8. The name and address of the registered office and registered agent for Surviving Corporation are David M. Silberstein, Esq., c/o Kirk Pinkerton, 720 South Orange Avenue, Sarasota, Florida 34236.

9. The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation at 850 South Tamiami Trail, Suite 529, Sarasota, Florida 34236.

10. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any partner, shareholder, member or their equivalent of any entity that is a party to the merger.

11. This merger shall become effective on the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

HAMM RACING INCORPORATED, a Florida corporation


MARITA HERMAN, Secretary

By: 
MARITA HERMAN, President

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MERGED CORPORATION:

HAMM RACING INCORPORATED, a Kansas corporation

Norman Hamm, Secretary By: Norman Hamm, President
NORMAN HAMM, Secretary NORMAN HAMM, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1 day of Nov., 2002, by MARITA HERMAN, as President and Secretary of HAMM RACING INCORPORATED, a Florida corporation, who [] is personally known to me, or [] has produced identification, on behalf of said corporation, and who acknowledged before me that the execution thereof are her free acts and deeds.



NOTARY PUBLIC-STATE OF KANSAS
KATHLEEN E STONE
MY APPOINTMENT EXPIRES 10/12/04

Kathleen E. Stone
Signature of Notary Public
KATHLEEN E. STONE
Print Name of Notary Public and Affix Seal
My Commission Expires: 10/12/04

STATE OF KANSAS
COUNTY OF Douglas

The foregoing instrument was acknowledged before me this 1 day of Nov., 2002, by NORMAN HAMM, as President and Secretary of HAMM RACING INCORPORATED, a Kansas corporation, who [] is personally known to me, or [] has produced identification, on behalf of said corporation, and who acknowledged before me that the execution thereof are his free acts and deeds.



NOTARY PUBLIC-STATE OF KANSAS
KATHLEEN E STONE
MY APPOINTMENT EXPIRES 10/12/04

Kathleen E. Stone
Signature of Notary Public
KATHLEEN E. STONE
Print Name of Notary Public and Affix Seal
My Commission Expires: 10/12/04

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EXHIBIT A

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 1st day of November, 2002, by and between Hamm Racing Incorporated, a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and Hamm Racing Incorporated, a Kansas corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on November 12, 2002, with an authorized capital stock of 10,000 shares of common stock, par value \$1.00 per share, of which 1,012 shares are issued and outstanding and owned 100% by Norman Hamm.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Kansas, having its Articles of Incorporation filed October 19, 1989, with an authorized capital stock of 2,000,000 shares of common stock, par value \$1.00 per share, of which 1,012,000 shares are issued and outstanding and owned 100% by Norman Hamm.

WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act"), and Article 77 of the Chapter 17 of the Kansas Corporation Code ("Code"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

- (a) Hamm Racing Incorporated, a Florida corporation.
- (b) Hamm Racing Incorporated, a Kansas corporation.

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2. Name of Surviving Corporation. The Surviving Corporation shall be Hamm Racing Incorporated, a Florida corporation.

3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, each one (1) share of common stock of Merged Corporation shall be converted into one one-thousandth (.001) of a share of common stock of Surviving Corporation, and all shares of Merged Corporation shall be deemed canceled.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation will govern.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

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8. Agreement of Merger. An Agreement of Merger has been authorized and approved by each of the Constituent Corporations in accordance with K.S.A. 17-7705, and any amendments thereto. The Agreement of Merger is on file at the principal place of business of the Surviving Corporation, at 850 South Tamiami Trail, Suite 529, Sarasota, Florida 34236.

9. Effective Date of the Merger. The merger shall become effective upon the last filing of the Articles of Merger with the Florida Department of State and the Kansas Secretary of State.

10. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

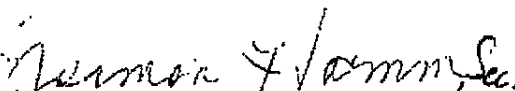
HAMM RACING INCORPORATED, a Florida corporation

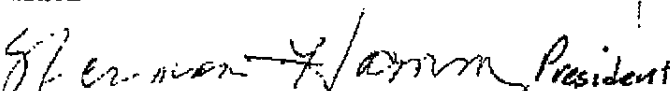

MARITA HERMAN, Secretary

By: 
MARITA HERMAN, President

MERGED CORPORATION:

HAMM RACING INCORPORATED, a Kansas corporation


NORMAN HAMM, Secretary

By: 
NORMAN HAMM, President

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