

PO3000055515

(Requestor's Name)

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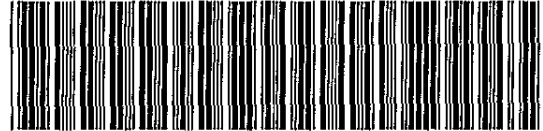
(Business Entity Name)

(Document Number)

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UG/24/03--01004--000 **105.00

FILED
03 JUN 23 PM 5:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 JUN 23 PM 4:16

RECEIVED

ADR
6/24/03

CT CORPORATION

June 23, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5878465 SO
Customer Reference 1: None Given
Customer Reference 2: Pascoe

Dear Secretary of State, Florida:

Please file the attached:

Bognor Regis, Inc. (NV)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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

**ARTICLES OF MERGER
OF
BOGNOR REGIS, INC.,
SUSSEX HOLDINGS, LTD.
AND
BOGNOR-SUSSEX MERGER CORP.**

FILED
03 JUN 23 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger (the "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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Bognor-Sussex Merger Corp.	Florida	<u>P03000055515</u>

SECOND: The names and jurisdictions of the merging corporations:

<u>Name</u>	<u>Jurisdiction</u>
Bognor Regis, Inc.	Nevada
Sussex Holdings, Ltd.	California

THIRD: The Plan of Merger is attached.

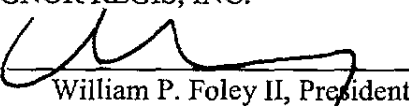
FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on June 1, 2003.

SIXTH: The Plan of Merger was adopted by the shareholders of each of the merging corporations on June 1, 2003.

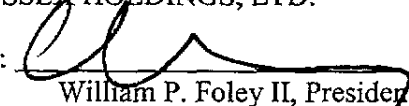
Executed on June 16, 2003.

BOGNOR REGIS, INC.

By: 

William P. Foley II, President

SUSSEX HOLDINGS, LTD.

By: 

William P. Foley II, President

BOGNOR-SUSSEX MERGER CORP.

By: 

William P. Foley II, President

**PLAN OF MERGER
OF
BOGNOR REGIS, INC.,
SUSSEX HOLDINGS, LTD.
AND
BOGNOR-SUSSEX MERGER CORP.**

The following plan of merger is submitted in compliance with Section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Bognor-Sussex Merger Corp.	Florida

SECOND: The names and jurisdictions of the merging corporations:

<u>Name</u>	<u>Jurisdiction</u>
Bognor Regis, Inc.	Nevada
Sussex Holdings, Ltd.	California

THIRD: The terms and conditions of the merger are as follows:

A. Each of Bognor Regis, Inc., Sussex Holdings, Ltd. and Bognor-Sussex Merger Corp., shall, pursuant to the provisions of the respective laws of the States of Nevada and California, and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Bognor-Sussex Merger Corp., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Bognor Regis, Inc. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of each of Bognor Regis, Inc. and Sussex Holdings, Ltd., which are sometimes hereinafter collectively referred to as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the respective laws of the jurisdictions of their organization.

B. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation except that Article First thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"FIRST: The corporate name for the corporation (hereinafter called the "corporation") is BOGNOR REGIS, INC."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

C. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

D. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

E. Each share of the surviving corporation issued and outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled and returned to the status of authorized but unissued shares.

F. All of the shares of Bognor Regis, Inc. issued and outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into an aggregate of fifty (50) shares of the surviving corporation.

G. All of the shares of Sussex Holdings, Ltd.. issued and outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into an aggregate of fifty (50) shares of the surviving corporation.

H. The merger of each of the non-surviving corporations with and into the surviving corporation shall be authorized in the manner prescribed by the respective laws of the jurisdiction of organization of each non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

I. In the event that the merger of the non-surviving corporations with and into the surviving corporation shall have been duly authorized in compliance with the respective laws of the jurisdiction of organization of each non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, each of the non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the respective laws of the States of Nevada and California, and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

J. The Board of Directors and the proper officers of each of the non-surviving corporations and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.