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Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BARRACUDAS HOCKEY CLUB, INC.

Certificate of Status	0
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ARTICLES OF MERGER/CERTIFICATE OF MERGER

The following articles of merger/certificate of merger are being submitted in accordance with §607.1109 Florida Statutes and §17-7706 Kansas Statutes Annotated.

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. Barracudas Hockey Club, Inc. 127 N. Magnolia Avenue Orlando, Florida 32801	Florida	Corporation
P03-62799		
Florida Document/Registration Number: P03000062799 FEI Number: Applied For		
2. Duval County Professional Hockey Club, L.L.C. 803 Birchfield Drive Mount Laurel NJ 08054	Kansas	Limited Liability Co.
M02-1196		
Florida Document/Registration Number: M020000011196 FEI Number: 470859669		
Kansas Identification Number: 330-494-6		

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>
Barracudas Hockey Club, Inc. 127 N. Magnolia Avenue Orlando, Florida 32801	Florida	Corporation

Florida Document/Registration Number: P03000062799 FEI Number: Applied For

THIRD: The attached Plan of Merger/Agreement of Merger has been authorized and approved by each of the constituent entities in accordance with §17-7705 Kansas Statutes Annotated and amendments thereto.

FOURTH: The attached Plan of Merger/Agreement of Merger meets the requirements of §607.1108, Florida Statutes and was approved by each Florida corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes and by each Kansas limited liability company that is a party to the merger in accordance with Chapter 17, Article 77, Kansas Statutes Annotated.

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FIFTH: The merger shall become effective at 11:59 P.M. on the later of July 18, 2003, or the date on which these articles of merger/certificate of merger have been filed with the Secretary of State of Florida and the Secretary of State of Kansas, provided, however, that the effective date shall in no event exceed the date which is ninety (90) days after the date of filing the articles of merger/certificate of merger with the Secretary of State of Kansas.

SIXTH: The address of the registered office for the surviving entity is located at 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801 and the registered agent at such office for the surviving entity is American Information Services, Inc.

SEVENTH: In accordance with §17-7708 Kansas Statutes Annotated, the surviving entity hereby agrees that it is subject to service of process in Kansas in any proceeding for enforcement of any obligation of the Kansas limited liability company that is a constituent party to the merger and for enforcement of any obligation of the surviving entity arising from the merger, and hereby irrevocably appoints the Kansas Secretary of State as its agent to accept service of process in any such proceeding. A copy of any service of process delivered to the Kansas Secretary of State pursuant to this paragraph shall be mailed to Barracudas Hockey Club, Inc., 127 North Magnolia Avenue, Orlando, FL 32801.

EIGHTH: The organizational documents of the surviving entity shall be its organizational documents;

NINTH: The executed agreement of merger is on file at the principal place of business of the surviving entity which is located at 127 N. Magnolia Avenue, Orlando, Florida 32801. A copy of the agreement of merger will be furnished by the surviving entity on request and without cost to any shareholder or member of any entity that is a party to the merger;

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

ELEVENTH: The Articles of Merger comply, were executed and filed in accordance with §607.1109 Florida Statutes and §17-6003 Kansas Statutes Annotated.

TWELFTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed/Printed Name/Title</u>
Barracudas Hockey Club Inc.		David Waronker, President
Duval County Professional Hockey Club, L.L.C.		David Waronker, Manager

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PLAN OF MERGER/AGREEMENT OF MERGER

The following plan of merger/agreement of merger, which was adopted and approved by each party to the merger in accordance with §607.1107 Florida Statutes and §17-7705 Kansas Statutes Annotated is being submitted in accordance with §607.1108 Florida Statutes and §17-7706 Kansas Statutes Annotated.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Barracudas Hockey Club, Inc.	Florida
Duval County Professional Hockey Club, L.L.C.	Kansas

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Barracudas Hockey Club, Inc.	Florida

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

Persons who are directors of the surviving party on the Effective Date shall be and remain and continue to be directors of the surviving party; such directors shall hold office until the first annual meeting of the shareholders of the surviving party after the Effective Date of the merger and until their respective successors are elected or appointed in the manner provided in the bylaws of the surviving party.

The first annual meeting of the shareholders of the surviving party after the effective date of the merger shall be the annual meeting provided for in the Bylaws of the surviving party for the year 2004.

The corporate identity, existence, purposes, powers, objects, franchises, rights, licenses, and immunities of the surviving entity shall continue unaffected and unimpaired by the merger hereby provided for, and the separate identity, existence and purposes of Duval County Professional Hockey Club, L.L.C. shall be continued in and merged into the surviving entity and the surviving entity shall be fully vested therewith.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the effective date of the merger, each share of common stock of Barracudas Hockey Club, Inc., One Cent (\$.01) par value, issued and outstanding

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immediately prior to the effective date (other than shares of common stock held in treasury), by virtue of the merger and without any action on the part of the holder thereof, shall remain issued and outstanding.

On the effective date, each membership interest of Duval County Professional Hockey Club, L.L.C. Inc. shall be canceled and extinguished without conversion thereof.

FIFTH: The organizational documents of the surviving entity shall be its organizational documents; no changes or amendments are desired.

SIXTH: Other provisions, if any, relating to the merger:

The surviving entity agrees that it is subject to service of process in the state of Kansas in any proceeding for enforcement of any obligation of any constituent entity party to this merger that was organized under the laws of the state of Kansas and for enforcement of any obligation of the surviving party arising from the merger and irrevocably appoints the Secretary of State of Kansas as agent to accept service of process in any such proceeding. A copy of any such process shall be mailed to:

Barracudas Hockey Club, Inc.
127 North Magnolia Avenue
Orlando, FL 32801

SEVENTH: The merger shall become effective at 11:59 P.M. on the later of July 18, 2003, or the date on which the articles of merger/certificate of merger have been filed with the Secretary of State of Florida and the Secretary of State of Kansas, provided, however, that the effective date shall in no event exceed the date which is ninety (90) days after the date of filing the articles of merger/certificate of merger with the Secretary of State of Kansas.

The undersigned hereby certify that this Plan and Agreement of Merger has been authorized and approved in accordance with all applicable laws and specifically, in accordance with Kansas Statute No. 17-7705, and Section 607.1108, Florida Statutes.

Barracudas Hockey Club, Inc.

Duval County Professional
Hockey Club, L.L.C.

By: 
David Waronker, President

By: 
David Waronker, Manager

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