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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Merger  
Tenn  
6-9-08

**HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.**

ATTORNEYS AT LAW

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THOMAS R. RAY  
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HEATHER L. VISALI  
JEFFREY T. TOTTY

June 4, 2008

Florida Department of State  
Division of Corporations  
Amendment Section  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: All Sports Services, Inc.  
Harden Golf & Recreational Surfaces, Inc.

Dear Sir:

Enclosed are original and one copy of Articles of Merger and Plan for the referenced corporations. Please file the original and return a stamped copy to me. Our check for \$70.00 is enclosed to cover the fees.

If you have any questions concerning the enclosed, please call me. Thank you very much for your cooperation.

Sincerely yours,

  
KATHLEEN HOLBROOK COLD

KHC/lh  
Enclosures

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ARTICLES OF MERGER AND PLAN

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER dated the 1st day of June, 2008, among ALL SPORTS SERVICES, INC., a Florida corporation, hereinafter called "All Sports," and HARDEN GOLF & RECREATIONAL SURFACES, INC., a Florida corporation, hereinafter called "Harden Golf."

All Sports is a corporation organized and existing under the laws of the State of Florida, with 10,000 shares of authorized common stock of \$1.00 par value. Harden Golf is a corporation organized under the laws of the State of Florida with 1,500 shares authorized common stock of \$1.00 par value.

The Board of Directors of All Sports and Harden Golf, respectively, deem it desirable and in the best interest of the corporations and their stockholders that Harden Golf be merged into All Sports, and the corporations desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES AGREE AS FOLLOWS:

1. As soon as the stockholders of All Sports and Harden Golf have approved this merger, Harden Golf shall be deemed to have merged with and into All Sports, which shall survive the merger and which shall have the same name as heretofore. The

effective date of the merger for tax and accounting purpose shall be June 1<sup>st</sup>, 2008.

2. The name of the surviving corporation shall be All Sports. The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the original Articles of Incorporation of both All Sports and Harden Golf.

3. On the effective date of the merger, the By-laws of All Sports shall be the By-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

4. The Board of Directors of the surviving corporation shall consist of the present directors of All Sports who shall hold office until the next annual meeting of the stockholders of the surviving corporation, and until their successors have been elected and qualified. The present officers of All Sports shall also hold office until their successors have been duly elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of the surviving corporation to be authorized shall be 10,000 shares of \$1.00 par value stock. There are presently outstanding and issued 1,000 shares of common stock

of All Sports and 1,000 shares of common stock of Harden Golf. All of the outstanding shares of All Sports and Harden Golf are owned 100% by the same shareholder. No new shares of All Sports shall be issued, and such shareholder shall continue to own 100% of the surviving corporation's outstanding stock.

6. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description of Harden Golf, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the surviving corporation as they were of the respective corporation, and the title to all real estate vested in either of the corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by the surviving corporation.

7. The surviving corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Certificate of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed in their corporate names, by their presidents, with the corporate seals affixed, all as of the 1<sup>st</sup> day of June, 2008.

ALL SPORTS SERVICES, INC.

Attest:

Will M. D.  
Secretary

By Will M. D.  
President

(Corporate Seal)

HARDEN GOLF & RECREATIONAL  
SURFACES, INC.

Attest:

Will M. D.  
Secretary

By Will M. D.  
President

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this 1<sup>st</sup> day of June, 2008, before me, an officer duly authorized to take acknowledgements, personally appeared WILLIAM M. GAY, as President of ALL SPORTS SERVICES, INC. ( ☒ ) personally known to me, or ( ) who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.



Notary Public, State of Florida

Print Name:

MELISSA D. HUNSUCKER

My Commission Expires Notary Public, State of Florida

Commission Number: My comm. exp. Aug. 18, 2010  
Comm. No. DD 578848

STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this 1<sup>st</sup> day of June, 2008, before me, an officer duly authorized to take acknowledgements, personally appeared WILLIAM M. GAY, as President of HARDEN GOLF & RECREATIONAL SURFACES, INC. ( ☒ ) personally known to me, or ( ) who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.



Notary Public, State of Florida

Print Name:

MELISSA D. HUNSUCKER

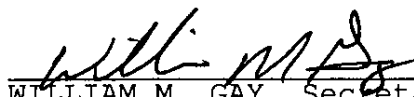
My Commission Expires Notary Public, State of Florida

Commission Number: My comm. exp. Aug. 18, 2010  
Comm. No. DD 578848

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of All Sports Services, Inc. and that the foregoing Articles of Merger of All Sports into Harden Golf was unanimously approved by the owners of 100% of the issued and outstanding stock of All Sports Services, Inc. at a Special Meeting of the Stockholders held at Jacksonville, Florida on the 1<sup>st</sup> day of June, 2008, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

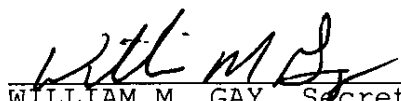
IN WITNESS WHEREOF, the undersigned has executed this Certificate this 1<sup>st</sup> day of June, 2008, as Secretary of All Sports Services, Inc. at Jacksonville, Florida.

  
\_\_\_\_\_  
WILLIAM M. GAY, Secretary

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of Harden Golf & Recreational Surfaces, Inc. and that the foregoing Articles of Merger of All Sports into Harden Golf was unanimously approved by the owners of 100% of the issued and outstanding stock of Harden Golf & Recreational Surfaces, Inc. at a Special Meeting of the Stockholders held at Jacksonville, Florida on the 1<sup>st</sup> day of June, 2008, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 1<sup>st</sup> day of June, 2008, as Secretary of Harden Golf & Recreational Surfaces, Inc. at Jacksonville, Florida.

  
\_\_\_\_\_  
WILLIAM M. GAY, Secretary