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MERGER OR SHARE EXCHANGE

R.A.T. MANAGEMENT, INC.

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H06000175779 3

ARTICLES OF MERGER

of

R. TEE'S, INC.

a Florida corporation

into

R.A.T. MANAGEMENT, INC.

a Florida corporation

THESE ARTICLES OF MERGER are hereby entered into by and between R. Tee's, Inc., a Florida corporation, whose principal office is 2199 Berkley Way, Lehigh Acres, Florida 33971, and R.A.T. Management, Inc., a Florida corporation, whose principal office is 15881 Grey Friars Court, Fort Myers, Florida 33912, effective as of July 10, 2006.

Under Section 607.1109 of the Florida Statutes, R. Tee's, Inc. and R.A.T. Management, Inc. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated June 30, 2006 ("Plan of Merger") between R. Tee's, Inc. and R.A.T. Management, Inc. was approved and adopted by the shareholders of R. Tee's, Inc. on June 30, 2006, and was adopted by the shareholders of R.A.T. Management, Inc. on June 30, 2006.

2. Under the Plan of Merger, all of the issued and outstanding shares of common stock of R. Tee's, Inc. will be acquired by means of a merger of R. Tee's, Inc. into R.A.T. Management, Inc., with R.A.T. Management, Inc., as the surviving entity (the "Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

4. The date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on June 30, 2006.

ATTEST:

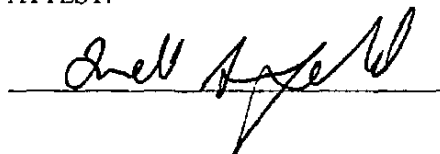
R. Tee's, Inc.




By: 
Richard A. Thoma, President

ATTEST:

R.A.T. Management, Inc.



By: 
Richard A. Thoma, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made June 30, 2006 (the "Effective Date"), by and among:

- (i) R. Tee's, Inc., a Florida corporation ("R. Tee's"); and
- (ii) R.A.T. Management, Inc., a Florida corporation ("R.A.T.").

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Section 607.1101 of the Florida Statutes;

WHEREAS, the parties hereto deem it advisable that R. Tee's be merged into R.A.T. pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida;

WHEREAS, it is the intent of the parties hereto that the Common Stock of R. Tee's shall be merged into the Common Stock of R.A.T.;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of R. Tee's shall cease; and the Common Stock of R. Tee's shall be merged into the Common Stock of R.A.T. Upon the filing of Articles of Merger and this Agreement with the State of Florida, R.A.T. shall possess all the rights, privileges, immunities, powers, and purposes, and all the property, real and personal, causes of action, and every other asset of R. Tee's, and shall assume and be liable for all the liabilities, obligations, and penalties of R. Tee's, in accordance with the Florida Business Corporation Act.
2. **Continuation of Florida Corporation.** Following the merger, the existence of R.A.T. shall continue unaffected and unimpaired by the merger, with all the rights, privileges, immunities, and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Florida. The Certificate of Incorporation and Bylaws of R.A.T., as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger. The officers and directors of R.A.T. immediately prior to the Effective Date shall continue as the officers and directors of R.A.T.
3. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the ownership of R.A.T. and R. Tee's.

H06000175779 3

H06000175779 3

IN WITNESS WHEREOF, the parties have entered into this Agreement effective as of the Effective Date.

Witnesses:

[Signature]
[Signature]

R.A.T. MANAGEMENT, INC.:

By: [Signature]
Richard A. Thoma, President

Address: 15881 Grey Friars Court
Fort Myers, Florida 33912

Dated: 7 June 30, 2006

Witnesses:

[Signature]
[Signature]

R. TEE'S, INC.:

By: [Signature]
Richard A. Thoma, President

Address: 2199 Berkley Way
Lehigh Acres, Florida 33971

Dated: 7 June 30, 2006

H06000175779 3