

To: +1 (850) 224-0380
Subject:

From: Patricia Taylor

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PO5000044804

Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0937.37132

MERGER OR SHARE EXCHANGE

BOUNCE-A-BOUT, INC.

Certificate of Status	0
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\$160.00

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FLORIDA DEPARTMENT OF CORPORATIONS

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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>
BOUNCE-A-BOUT, LLC 16520 N.W. 11 th Court Pembroke Pines, Florida 33028	FL	Limited Liability Company

Florida Document/Registration Number: L04000009738

FBI Number: 20-0860448

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>
BOUNCE-A-BOUT, INC. 16520 N.W. 11 th Court Pembroke Pines, Florida 33028	FL	Corporation

Florida Document/Registration Number: P05000044804

FBI Number: 22-3913041

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

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SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

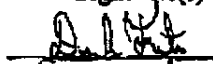


EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signature(s) for Each Party

<u>Name of Entry</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
BOUNCE-A-BOUT, LLC		DERRICK F. FOSTER, JR., Manager
		JODI-ANN FOSTER, Assistant Manager
BOUNCE-A-BOUT, INC.		DERRICK F. FOSTER, JR., Director

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
BOUNCE-A-BOUT, LLC	FL

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

<u>Name</u>	<u>Jurisdiction</u>
BOUNCE-A-BOUT, INC.	FL

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

100% of the LLC shall be merged into the corporation.

FOURTH:

A. 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:

Surviving corporation owns 100% of interest of merging LLC

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>Florida Document/Registration Number</u>
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N/A

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

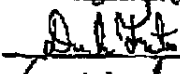
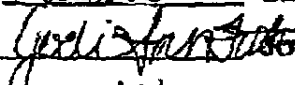

N/A.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

All parties were formed under the laws of Florida.

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

None.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
BOUNCE-A-BOUT, LLC		DERRICK F. FOSTER, JR., Manager
		GODI-ANN FOSTER, Assistant Manager
BOUNCE-A-BOUT, INC.		DERRICK F. FOSTER, JR., Director

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