

NOV-03-2010 12:41 PM 850-245-6897
PO5000056676

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000239847 3)))



H100002398473ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
10 NOV - 3 AM 8: 15

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : SMITH, GAMBRELL & RUSSELL LLP
Account Number : I20020000143
Phone : (404) 815-3538
Fax Number : (404) 815-3509

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED
10 NOV - 3 AM 8: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Ninpo Surety, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$138.75

CF 140.00
CC 8.75

148.75

Electronic Filing Menu Corporate Filing Menu Help

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 NOV -3 AM 8: 15

ARTICLES OF MERGER

OF

CED THE DREAD BAIL BONDS, INC. and P02-10661
CED DA DREAD BAIL BONDS AT THE BEACH, INC., P06-83826
Florida corporations

And

I SEE NO PROBLEM BAIL BONDS, LLC, L03-26126
a Florida limited liability company

INTO

NINPO SURETY, INC., P05-56676
a Florida corporation

Pursuant to the provisions of Section 607.1105, Florida Statutes, and Section 608.438, Florida Limited Liability Company Act, the undersigned entities certify as follows:

FIRST: The names of the entities that are parties to the merger are Ced The Dread Bail Bonds, Inc., Ced Da Dread Bail Bonds at the Beach, Inc., both Florida corporations, I See No Problem Bail Bonds, LLC, a Florida limited liability company, and Ninpo Surety, Inc., a Florida corporation.


SECOND: Ninpo Surety, Inc. shall be the surviving entity.

THIRD: The Plan of Merger (the "Plan of Merger"), attached hereto as Exhibit A, was approved by the sole shareholder and sole director of Ced The Dread Bail Bonds, Inc. by Written Consent on November 1, 2010, by the shareholders and directors of Ced Da Dread Bail Bonds at the Beach, Inc. by Unanimous Written Consent on November 1, 2010, by the sole manager and sole member of I See No Problem Bail Bonds, LLC by Written Consent on November 1, 2010, and by the sole shareholder and sole director of Ninpo Surety, Inc. by Written Consent on November 1, 2010.

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

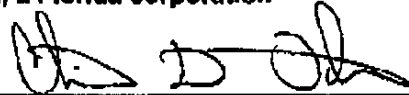
DATED: 11-02-10 2010.

CED THE DREAD BAIL BONDS, INC.,
a Florida corporation

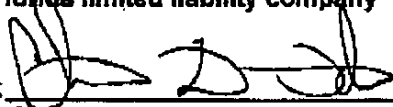
By: 
Cedric D. Oden
President, Secretary and Treasurer

H10000239847 3

**CED DA DREAD BAIL BONDS AT THE BEACH,
INC., a Florida corporation**

By: 
Cedric D. Oden
President and Treasurer

**I SEE NO PROBLEM BAIL BONDS, LLC,
a Florida limited liability company**

By: 
Cedric D. Oden
Manager

**NINPO SURETY, INC.,
a Florida corporation**


By: 
Cedric D. Oden
President, Secretary and Treasurer

EXHIBIT A

PLAN OF MERGER

OF

**CED THE DREAD BAIL BONDS, INC. and
CED DA DREAD BAIL BONDS AT THE BEACH, INC.,**
Florida corporations

And

I SEE NO PROBLEM BAIL BONDS, LLC,
a Florida limited liability company

INTO

NINPO SURETY, INC.,
a Florida corporation

This PLAN OF MERGER dated November 1, 2010 is made by and between Ced The Dread Bail Bonds, Inc. ("Ced The Dread"), Ced Da Dread Bail Bonds at the Beach, Inc. ("Ced Da Dread"), both Florida corporations, I See No Problem Bail Bonds, LLC ("I See No Problem"), a Florida limited liability company (together, Ced The Dread, Ced Da Dread and I See No Problem shall be referred to as the "Merging Entities"), and Ninpo Surety, Inc., a Florida corporation ("Ninpo").

WHEREAS, the Board of Directors of Ced The Dread and Ced Da Dread, and the Member and Manager of I See No Problem deem it advisable and in their best interests of their respective entity, and in the best interests of their respective shareholders and member, to merge with and into Ninpo, with Ninpo designated as the surviving corporation (the "Surviving Entity").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. The Merging Entities and Ninpo shall be merged with and into a single corporation, with Ninpo being the surviving corporation from and after the Effective Date of the merger, and thereupon the separate existence of the Merging Entities shall cease.
2. The Certificate of Incorporation of Ninpo shall continue to be the Certificate of Incorporation of the Surviving Entity until amended as therein provided.
3. The Bylaws of Ninpo shall continue to be the bylaws of the Surviving Entity until changed, altered or amended as therein provided.
4. The following individual shall serve as director of the Surviving Entity from and after the Effective Date of the merger until his successor is elected and qualified or his earlier resignation or removal:

Gedric D. Oden

5. From and after the Effective Date, (i) each issued and outstanding share of common stock of Ced The Dread and Ced Da Dread and the membership units of I See No

Problem, immediately prior to the Effective Date shall be cancelled and the certificate(s) surrendered; and (ii) each issued and outstanding share of common stock of Ninpo immediately prior to the Effective Date shall remain outstanding and shall represent one share of Ninpo.

6. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida upon a majority vote of the Board of Directors of Ninpo, Ced The Dread and Ced Da Dread, and by the Manager of I See No Problem, and approval of the shareholders of Ninpo, Ced The Dread and Ced Da Dread, and the member of I See No Problem, to the extent any such amendment adversely affects the shareholders or member or changes the articles of the surviving corporation.

7. Pursuant to the Florida Business Corporation Act and the Florida Limited Liability Company Act, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of Ced The Dread, Ced Da Dread and Ninpo, and by the Manager and Member of I See No Problem.


8. From and after the Effective Date: (a) Ninpo shall possess all the rights, privileges, powers and franchises of each of the Merging Entities; (b) all property of each of the Merging Entities (real, personal, intangible and mixed) and all debts due to either of the Merging Entities on whatever account and all and every other interest of the Merging Entities shall be vested in Ninpo and shall be thereafter the property of Ninpo; (c) all rights of creditors and all liens upon any property of the Merging Entities, including but not limited to the rights and liens of any lender to the Merging Entities shall be preserved unimpaired; (d) all debts, liabilities, obligations and duties of each of the Merging Entities, including but not limited to the debts, liabilities, obligations and duties of the Merging Entities to any lender, shall thenceforth attach to Ninpo and may be enforced against Ninpo to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by Ninpo; and (e) all other effects of the merger specified in the Florida Business Corporation Act and the Florida Limited Liability Act shall result therefrom.

If, at any time, Ninpo shall determine or be advised that any further assignments or actions are necessary or desirable to vest in Ninpo, according to the terms thereof, the title to any property or rights of the Merging Entities, or to secure the rights of any creditors/lienholders against such property, the proper officers, directors and manager as of the Effective Date hereof of the Merging Entities and Ninpo shall and will, as necessary, execute and make all such proper assignments or actions and do all things necessary or proper to vest title in such property or rights in Ninpo, to secure the rights of any creditors/lienholders against such property, and otherwise carry out the purposes of this Plan of Merger.


9. The effective date of the merger shall be November 1, 2010 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned have set their hands as of the date first written above.

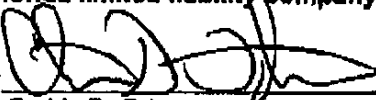
CED THE DREAD BAIL BONDS, INC.,
a Florida corporation

By: 
Cedric D. Oden
President, Secretary and Treasurer

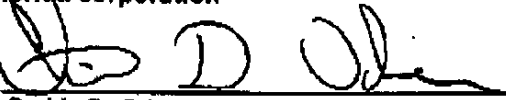
CED DA DREAD BAIL BONDS AT THE BEACH,
INC., a Florida corporation

By: 
Cedric D. Oden
President and Treasurer

I SEE NO PROBLEM BAIL BONDS, LLC,
a Florida limited liability company

By: 
Cedric D. Oden
Manager

NINPO SURETY, INC.,
a Florida corporation

By: 
Cedric D. Oden
President, Secretary and Treasurer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
10 NOV -3 AM 8:19