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Page 1 of 1

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**MERGER OR SHARE EXCHANGE**

**Morning Star Family Ventures Inc.**

Certificate of Status	0
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Merger/CC (12.29.06)

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H06000303067 3

**ARTICLES OF MERGER  
OF  
FINAL TABLE, INC.  
WITH AND INTO  
MORNING STAR FAMILY VENTURES INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt, and the surviving corporation delivers for filing, the following Articles of Merger:


1. Final Table, Inc., a Florida corporation, is hereby merging with and into Morning Star Family Ventures Inc., a Florida corporation, the surviving corporation, pursuant to the Agreement and Plan of Merger ("Plan of Merger"), attached hereto as Exhibit A.
2. The Plan of Merger was approved by all of the Shareholders and all of the Directors of Morning Star Family Ventures Inc. as of December 28, 2006. Such votes were sufficient for approval.
3. The Plan of Merger was approved by all of the Shareholders and all of the Directors of Final Table, Inc. as of December 28, 2006. Such votes were sufficient for approval.
4. The effective date of the merger shall be the date on which the Articles of Merger are filed.

Dated: December 28, 2006

**MORNING STAR FAMILY VENTURES INC.**

By:   
Thomas F. Morgenstern, President

**FINAL TABLE, INC.**

By:   
Thomas F. Morgenstern, President

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Exhibit A

**AGREEMENT AND PLAN OF MERGER  
OF  
MORNING STAR FAMILY VENTURES INC.  
AND  
FINAL TABLE, INC.**

**THIS AGREEMENT AND PLAN OF MERGER** ("Agreement") is made effective as of the 28<sup>th</sup> day of December, 2006, by and between Morning Star Family Ventures Inc., a Florida corporation ("Morning Star" or the "Surviving Corporation"), and Final Table, Inc., a Florida corporation (the "Disappearing Corporation").

**WHEREAS**, as of the date hereof, Thomas F. Morgenstern ("Morgenstern") owns all 100 shares of common stock of the Disappearing Corporation, which constitutes all of the issued and outstanding shares of stock of the Disappearing Corporation (hereinafter referred to as "Disappearing Stock"); and

**WHEREAS**, as of the date hereof, Morgenstern owns 3,250 shares of common stock of Morning Star, and Morning Star Family Ventures Inc. 401(k) Plan F/B/O Thomas F. Morgenstern owns 60,000 shares of common stock of Morning Star, which constitutes all of the issued and outstanding shares of stock of Morning Star (hereinafter referred to as "Morning Star Stock"); and

**WHEREAS**, Morgenstern's shares of the Morning Star Stock were issued, in part, in consideration of the Merger contemplated by this Agreement; and

**WHEREAS**, the Board of Directors of Morning Star and the Board of Directors of the Disappearing Corporation each deem it advisable, in order to effectuate administrative cost reductions and for other general business purposes, that Morning Star and the Disappearing Corporation be merged into a single corporation (the "Merger") in accordance with the terms and conditions of this Agreement and the applicable laws of the state of Florida with Morning Star being the Surviving Corporation; and

**WHEREAS**, all of the shareholders of each of Morning Star and the Disappearing Corporation desire to adopt this Agreement as a Plan of Merger and to consummate the Merger in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE**, for and in consideration of the sum of \$10 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Surviving Corporation and the Disappearing Corporation agree that, effective as of the Effective Date (as defined below), the Disappearing Corporation shall be merged with and into the Surviving Corporation in accordance with the applicable laws of the State of Florida, and pursuant to the terms and conditions of this Agreement:

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H06000303067 3

**1. EFFECTIVE DATE OF MERGER.**

The effective date of the Merger shall be the date on which the Articles of Merger are filed.

**2. NAME OF SURVIVING CORPORATION.**

The name of the Surviving Corporation shall remain "Morning Star Family Ventures Inc."

**3. ARTICLES OF INCORPORATION.**

The Articles of Incorporation of Morning Star, as in effect immediately prior to the Effective Date, shall remain the Articles of Incorporation of the Surviving Corporation from and after the Effective Date.

**4. BYLAWS.**

The Bylaws of Morning Star, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation from and after the Effective Date.

**5. MANNER OF CONVERTING SHARES.**

(a) **Conversion of Disappearing Stock.** Each share of Disappearing Stock which is issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted, as of the Effective Date, into one share of fully paid Morning Star Stock, which shares were previously issued to Morgenstern in anticipation of the Merger.

(b) **Surrender of Certificate.** As promptly as practicable after the Effective Date, Morgenstern shall surrender his certificate theretofore representing shares of the Disappearing Stock to the President of the Surviving Corporation.

(c) **Unexchanged Certificates.** Until surrendered, each outstanding certificate which, prior to the Effective Date, represented the Disappearing Stock shall be deemed for all purposes, other than the payment of dividends or other distributions, to evidence ownership of the number of shares of the common stock of the Surviving Corporation into which it is to be converted and no dividend or other distribution payable to holders of common stock of the Surviving Corporation as of any date subsequent to the Effective Date shall be paid to the holders of outstanding certificates theretofore representing shares of common stock of the Disappearing Corporation; provided, however, that upon surrender and exchange of such outstanding certificates there shall be paid to the record holders of the certificates issued and exchanged therefor the amount, without interest thereon, of dividends and other distributions which would have been payable with respect to the shares of common stock of the Surviving Corporation represented thereby.

H06000303067 3

**6. BOARD OF DIRECTORS AND OFFICERS.**

Until the election and qualification of their successors, the members of the Board of Directors of Morning Star in office on the Effective Date shall remain the Board of Directors of the Surviving Corporation until the election and qualification of their successor(s) in accordance with the Surviving Corporation's Bylaws. The elected officers of the Surviving Corporation in office on the Effective Date shall continue in office at the pleasure of the Board of Directors of the Surviving Corporation, until the election and qualification of their successor(s).

**7. EFFECT OF THE MERGER.**

On the Effective Date, the separate existence of the Disappearing Corporation shall cease (except as otherwise provided by law) and it shall be merged with and into the Surviving Corporation, which shall continue as a corporation under the laws of the state of Florida. The Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises and all of the property, of whatever kind and description, of the Disappearing Corporation, including, but not limited to, ownership of all of the membership interests of Final Table Wellington, LLC, and all debts due to the Disappearing Corporation on whatever account shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of the Disappearing Corporation, none of which shall be impaired by the merger, and any claim or judgment against the Disappearing Corporation may be enforced against the Surviving Corporation.

**8. APPROVAL OF DIRECTORS AND SHAREHOLDERS.**

Execution of this Agreement has been duly authorized and approved by the Board of Directors and Shareholders of both the Surviving Corporation and the Disappearing Corporation in accordance with their respective Bylaws and the applicable laws of the state of Florida.

**9. DESIGNATION OF AGENT FOR SERVICE.**

As of the Effective Date, the Surviving Corporation shall hereby become the Registered Agent to accept service of process in any action, suit or proceeding for the enforcement of any obligations of the Disappearing Corporation for which the Surviving Corporation is liable under this Agreement or under applicable laws of the State of Florida.

[Signatures appear on following page.]


H06000303067 3

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed as of December 28, 2006.

MORNING STAR FAMILY VENTURES INC.

By:   
Thomas F. Morgenson, President

FINAL TABLE, INC.

By:   
Thomas F. Morgenson, President

H06000303067 3