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MERGER OR SHARE EXCHANGE

Dinky Industries, Inc.

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ARTICLES OF MERGER
OF
DINKY INDUSTRIES, INC.
(a Connecticut corporation)
WITH AND INTO
DINKY INDUSTRIES, INC.
(a Florida corporation)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105.

FIRST: Dinky Industries, Inc., a Florida corporation is the surviving corporation (the "Surviving Corp").

SECOND: Dinky Industries, Inc., a Connecticut corporation is the merging corporation (the "Terminating Corp").

THIRD: The Agreement and Plan of Merger is attached.

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

FIFTH: The Agreement and Plan of Merger was adopted by Joint Written Consent of the Board of Directors and Shareholders of the Surviving Corp dated as of December 1, 2006.

SIXTH: The Agreement and Plan of Merger was adopted by Joint Written Consent of the Board of Directors and Shareholders of the Terminating Corp dated as of December 1, 2006.

The undersigned have executed these Articles of Merger as of the 1st day of December, 2006.

DINKY INDUSTRIES, INC., a
Connecticut corporation

By: Robert E. Siegel
Name: Robert E. Siegel
Title: President

DINKY INDUSTRIES, INC., a
Florida corporation

By: Robert E. Siegel
Name: Robert E. Siegel
Title: President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") made and entered into as of this 1st day of December, 2006 by and between **DINKY INDUSTRIES, INC.**, a Connecticut corporation, with its principal office located at 194 Simpaug Turnpike, West Redding, CT 06896, (hereinafter referred to as the "**Merging Entity**"), and **DINKY INDUSTRIES, INC.**, a Florida corporation, with its principal office located at 5372 NW 20th Avenue, Boca Raton, FL 33496 (hereinafter referred to as the "**Surviving Entity**").

WITNESSETH:

WHEREAS, the Merging Entity is a corporation duly organized and existing under and by virtue of the laws of the State of Connecticut; and

WHEREAS, the Surviving Entity is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to a duly executed Written Consent of the Board of Directors and Shareholders of the Merging Entity and a duly executed Written Consent of the Board of Directors and Shareholders of the Surviving Entity, the Merging Entity and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 607.1101 of the Florida Business Corporation Act and Section 33-815 of the Connecticut Business Corporation Act.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Entity and the Surviving Entity hereby agree as follows:

1. **RECITALS**. The foregoing recitals are true and correct in every respect and are incorporated by reference herein.

2. **MERGER**. Upon the terms and subject to the conditions set forth herein, on the Effective Date (as defined below), the Merging Entity shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement, with the Surviving Entity as the surviving entity of the Merger which shall continue its existence under the laws of the State of Florida.

3. **EFFECTIVE DATE OF MERGER**. The Merger shall be effective upon filing of the Articles of Merger with the Florida Department of State and the Certificate of Merger with the Secretary of State of Connecticut (the "**Effective Date**").

4. **SURVIVING ENTITY**. On and after the Effective Date of the Merger:

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(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations of such Surviving Entity as are provided by the Florida Business Corporation Act.

(b) The separate existence of the Merging Entity shall cease and its property shall become the property of the Surviving Entity.

5. **ARTICLES OF INCORPORATION AND BYLAWS.** The Articles of Incorporation of the Surviving Entity shall continue on and after the Effective Date as the Articles of Incorporation of the Surviving Entity unimpaired by the Merger. The Bylaws of the Surviving Entity shall continue on and after the Effective Date as the Bylaws of the Surviving Entity unimpaired by the Merger.

6. **MANNER AND BASIS OF CONVERTING SHARES OF THE MERGING ENTITY.**

(a) At the Effective Date all of the issued and outstanding shares of the Merging Entity shall be cancelled and retired and shall cease to exist.

(b) At the Effective Date all of the issued and outstanding shares of the Surviving Entity shall constitute all of the issued and outstanding stock of the Surviving Entity.

7. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors and Shareholders of the Merging Entity and the Surviving Entity. Subsequent to the execution of this Agreement by the respective duly authorized officers of the Merging Entity and the Surviving Entity, such officers of the Merging Entity and the Surviving Entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

8. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) **Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto, and the Shareholders of the Merging Entity and the Shareholders of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the

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matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers as of the date first above written.

THE MERGING ENTITY:

DINKY INDUSTRIES, INC., a Connecticut corporation

By: Robert E. Duizel

THE SURVIVING ENTITY:

DINKY INDUSTRIES, INC., a Florida corporation

By: Robert E. Duizel