

P07000074882

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 08 2013

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Cover Letter

TO: Amendment Section
Division of Corporations

SUBJECT: **Efland Enterprises, Inc.**
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Stratton
(Contact Person)

Michael Stratton, P.A.
(Firm/Company)

Post Office Box 196577
(Address)

Winter Springs, FL 32719
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Stratton At **407-678-4529**
Name of Contact Person (Area Code & Daytime Telephone
Number)

☒ Filing Fees and a Certified copy \$78.75 (additional copy of document is enclosed for a certified copy)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
between
EFLAND ENTERPRISES, INC.
and
RS TROPICAL SPORTS, INC.

FILED
12 DEC 31 PM 12:22
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), EFLAND Enterprises, Inc., a Florida corporation, document number P07000074882 ("EFLAND"), and RS Tropical Sports, Inc., a Florida Corporation, document number P08000111185 ("RS TROPICAL"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of RS TROPICAL into EFLAND (the "Merger"), with EFLAND as the surviving corporation following the Merger.

ARTICLE I

The Plan of Merger for the Merger of RS TROPICAL into EFLAND is attached hereto as Exhibit A and is incorporated herein by this reference.

ARTICLE II

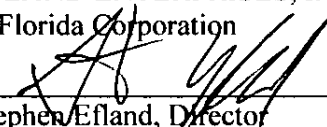
The effective date of the merger is December 31, 2012.

ARTICLE III

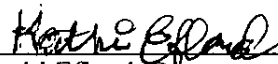
The Plan of Merger, which is part of an Agreement and Plan of Merger, was adopted and approved by the shareholders of EFLAND through a Statement and Consent to Action signed by all of the shareholders of EFLAND on December 26, 2012. The Plan of Merger, which is part of an Agreement and Plan of Merger, was adopted and approved by the shareholders of RS TROPICAL through a Statement and Consent to Action signed by all of the shareholders of RS TROPICAL on December 26, 2012.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this 31st day of December, 2012.

EFLAND ENTERPRISES, INC.
A Florida Corporation

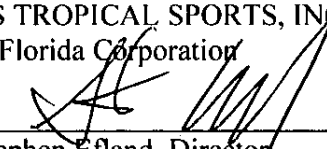


Stephen Efland, Director




Kathi Efland, Director

RS TROPICAL SPORTS, INC.
A Florida Corporation



Stephen Efland, Director



Randall Booth, Director

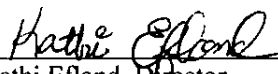
PLAN OF MERGER
between
EFLAND ENTERPRISES, INC.
and
RS TROPICAL SPORTS, INC.

1. The name of each corporation planning to merge is
 - a. The name of the surviving corporation is Efland Enterprises, Inc., a Florida corporation, document number P07000074882 ("EFLAND")
 - b. The name of the merging corporation is RS Tropical Sports, Inc., a Florida Corporation, document number P08000111185 ("RS TROPICAL")
2. In accordance with the Florida Business Corporation Act, ("FBCA"), at the Effective Time, (as defined below), RS TROPICAL shall be merged with and into EFLAND, and the separate corporate existence of RS TROPICAL shall thereupon cease, and EFLAND shall be the surviving corporation in the Merger, (the "Surviving Corporation"). The Merger shall become effective upon December 31, 2012 (the "Effective Time").
3. The general terms and conditions of the merger are as follows:
 - a. The Merger shall have the effects set forth herein and in the applicable provisions of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of EFLAND and RS TROPICAL shall vest in the Surviving Corporation, and all debts, liabilities, and duties of EFLAND and RS TROPICAL shall become the debts, liabilities and obligations of the Surviving Corporation.
4. At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the EFLAND as in effect immediately prior to the Effective Time.
5. At the Effective Time, the Bylaws of EFLAND, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended.
6. A copy of the Agreement and Plan of Merger dated December 26, 2012, by and between Efland Enterprises, Inc. and RS Tropical Sports, Inc. was sent to each shareholder of each corporation on or about December 26, 2012.

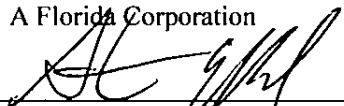
IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of this 26th day of December, 2012.

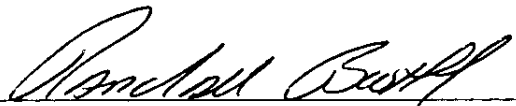
EFLAND ENTERPRISES, INC.
A Florida Corporation


Stephen Efland, Director


Kathi Efland, Director

RS TROPICAL SPORTS, INC.
A Florida Corporation


Stephen Efland, Director


Randall Booth, Director