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**P07000110522**

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
SEIZE THE DAY INDUSTRIES, INC.**

Certificate of Status	0
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**C. COULLETTE**

DEC 31 2009

**EXAMINER**

## **ARTICLES OF MERGER**

**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Seize The Day Industries, Inc.</u>	<u>Florida</u>	<u>P07000110522</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>It's Really Time Enterprises, Inc.</u>	<u>Florida</u>	<u>P07000110565</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**Third:** The 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.

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 30, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 30, 2009.

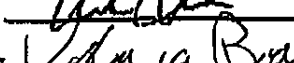
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

2009-12-30 10:45

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleSeize The Day Industries, Inc.Andrew S. Brooks, Pres., Sec. & Treas.It's Really Time Enterprises, Inc.Victoria R. Brooks, Pres., Sec. & Treas.

**PLAN OF MERGER****(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

NameJurisdictionSeize The Day Industries, Inc.Florida

**Second:** The name and jurisdiction of each merging corporation:

NameJurisdictionIt's Really Time Enterprises, Inc.Florida

**Third:** The terms and conditions of the merger are as follows:

See attached Plan of Merger

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**PLAN OF MERGER**  
**OF**  
**IT'S REALLY TIME ENTERPRISES, INC.**  
**(A FLORIDA CORPORATION)**  
**WITH AND INTO**  
**SEIZE THE DAY INDUSTRIES, INC.**  
**(A FLORIDA CORPORATION)**

**PLAN OF MERGER** approved on December 30, 2009, by It's Really Time Enterprises, Inc., which is a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of the Florida Business Corporation Act, and by resolution adopted by its Sole Director and Sole Shareholder on said date, and approved on December 30, 2009, by Seize The Day Industries, Inc., which is a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of the Florida Business Corporation Act, and by resolution adopted by its Sole Director and Sole Shareholder on said date.

1. It's Really Time Enterprises, Inc. and Seize The Day Industries, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Seize The Day Industries, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of It's Really Time Enterprises, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date in accordance with the provisions of said Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall continue to be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The Bylaws of the surviving corporation as in force and effect upon the effective date of the merger shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall continue to be the directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification

of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

5. Each issued share of the terminating corporation immediately prior to the effective date of the merger shall, upon the effective date of the merger, be converted into share(s) of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder entitled to vote thereon of the terminating corporation and of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of the terminating corporation and of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to performed all necessary acts therein and elsewhere to effectuate the merger.

8. The sole Director and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the 30<sup>th</sup> day of December, 2009.

SEIZE THE DAY INDUSTRIES, INC.

By: 

Name: Andrew S. Brooks

Title: President, Secretary and Treasurer

IT'S REALLY TIME ENTERPRISES, INC.

By: 

Name: Victoria R. Brooks

Title: President, Secretary and Treasurer

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