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## MERGER OR SHARE EXCHANGE

QUAIL BAKER ENTERPRISES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	09
Estimated Charge	\$87.50

1/1/01  
K. C. Baker  
12

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

D.F.B. DEVELOPMENT, INC., a Florida corporation, document number  
P93000035476

INTO

**QUAIL BAKER ENTERPRISES, INC.**, a Florida entity, P93000035486

File date: July 25, 2000

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 24, 2000

QUAIL BAKER ENTERPRISES, INC.  
6304 BURNHAM RD.  
NAPLES, FL 34119

SUBJECT: QUAIL BAKER ENTERPRISES, INC.  
REF: P93000035486

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please add the fax audit number to the first page of the PLAN OF MERGER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

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NO.901

P.2/10



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 20, 2000

QUAIL BAKER ENTERPRISES, INC.  
6304 BURNEAM RD.  
NAPLES, FL 34119

SUBJECT: QUAIL BAKER ENTERPRISES, INC.  
REF: P93000035486

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE NAME OF THE MERGING CORPORATION IS INCORRECT. IT SHOULD CORRECTLY READ "D.F.B. DEVELOPMENT, INC." PLEASE CORRECT THE NAME THROUGHOUT THE MERGER DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H00000038096  
Letter Number: 500A00039914

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Audit # H00000038096 4

**ARTICLES OF MERGER  
OF  
QUAIL BAKER ENTERPRISES, INC.  
AND  
D.F.B. DEVELOPMENT, INC.**

**FILED**  
00 JUL 25 PM 4:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Quail Baker Enterprises, Inc., a corporation organized under the laws of the State of Florida on May 17, 1993, under certificate number P93000035486 and D.F.B. Development, Inc., a corporation organized under the laws of the State of Florida on May 17, 1993, under certificate number P93000035476, adopt the following articles of merger for the purpose of merging:

1. The name of the surviving corporation is Quail Baker Enterprises, Inc., a Florida corporation ("Quail Baker").
2. The name of the merging corporation is D.F.B. Development, Inc., a Florida corporation ("DFB").
3. On June 30, 2000, a Plan of Merger was approved unanimously by the board of directors of Quail Baker. On that same date, the Plan of Merger was ratified and approved unanimously by the holders of all of the Five Thousand (5,000) outstanding voting common shares and all of the Fifteen Thousand (15,000) nonvoting common shares of Quail Baker.
4. On June 30, 2000, a Plan of Merger was approved unanimously by the board of directors of DFB. On that same date, the Plan of Merger was ratified and approved unanimously by the holders of all of the Two Thousand Five Hundred (2,500) Series A voting common shares and all of the Five Thousand (5,000) Series B nonvoting common shares of DFB.
4. A copy of the Plan of Merger approved by the board of directors and shareholders of Quail Baker and DFB is attached hereto and incorporated herein as Exhibit A.
5. These Articles of Merger shall be effective on the date of filing with the Department of State of the State of Florida.

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Executed on this 30th day of June, 2000.

QUAIL BAKER ENTERPRISES, INC.

By: Dexter F. Baker  
Dexter F. Baker, President

DEB. DEVELOPMENT, INC.

By: Dexter F. Baker  
Dexter F. Baker, President

316559\_1

ACKNOWLEDGMENT

STATE OF Pennsylvania }  
COUNTY OF Lehigh }

BEFORE ME, the undersigned authority, personally appeared DEXTER F. BAKER, known to me to be the President of QUAIL BAKER ENTERPRISES, INC. and DEB. DEVELOPMENT, INC. and he acknowledged that he executed the foregoing Articles of Merger for the uses and purposes therein expressed. DEXTER F. BAKER is ( ) personally known to me or ( ) presented his driver's license as identification.

WITNESS my hand and seal this 2<sup>nd</sup> day of July, 2000.

Dexter F. Baker  
Notary Public  
My Commission Expires  
July 7, 2004

JUL 25 2000 3:47PM (ROETZEL&ANDRESS)

NO.983 P.5/10

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**EXHIBIT A**

**PLAN OF MERGER**

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## PLAN OF MERGER

Plan of merger dated June 30, 2000, between Quail Baker Enterprises, Inc. ("Quail Baker"), the surviving corporation, and D.F.B. Development, Inc. ("DFB"), the absorbed corporation, is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act.

### STIPULATIONS

A. Quail Baker is corporation organized and existing under the laws of the State of Florida, with its principal office at 6304 Burnham Road, Naples, Florida 33999.

B. Quail Baker has authorized Seven Thousand Five Hundred (7,500) shares of voting common stock with a par value of \$1 of which Five Thousand (5,000) are issued and outstanding, and Fifteen Thousand (15,000) shares of nonvoting common stock with a par value of \$1 all of which are issued and outstanding. The authorized number of nonvoting common shares will be increased to Twenty Thousand (20,000) shares of nonvoting common stock prior to the effective date of the merger.

C. DFB is organized and existing under the laws of the State of Florida with its principal office at 6304 Burnham Road, Naples, Florida 33999.

D. DFB has authorized Two Thousand Five Hundred (2,500) shares of Series A voting common stock with a par value of \$1 all of which are issued and outstanding, and Five Thousand (5,000) shares of Series B nonvoting common stock with a par value of \$1 all of which are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that DFB be merged into Quail Baker pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

**Section One. Merger.** DFB shall merge with and into Quail Baker, which shall be the surviving corporation.

**Section Two. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all

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liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. *Conversion of Shares.*** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1 par value Series A voting common stock of DFB issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1 par value voting common stock of Quail Baker, which shares of common stock of the surviving corporation shall then be issued and outstanding. Each share of the \$1 par value Series B nonvoting common stock of DFB issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1 par value nonvoting common stock of Quail Baker, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of the fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

(d) A summary of the shares issued and outstanding of Quail Baker and DFB prior to and following the merger is attached hereto and incorporated herein as Exhibit A.

**Section Four. *Changes in Articles of Incorporation.*** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger as amended and changed as follows:

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#### ARTICLE IV

The Corporation is authorized to issue up to Seven Thousand Five Hundred (7,500) shares of voting common stock with a par value of one dollar (\$1) and is authorized to issue up to Twenty Thousand (20,000) shares of nonvoting common stock with a par value of one dollar (\$1).

**Section Five. *Changes in Bylaws.*** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**Section Six. *Directors and Officers.*** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Seven. *Approval by Shareholders.*** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held at such time as the boards of directors of the constituent corporations may agree.

**Section Nine. *Effective Date of Merger.*** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

**Section Ten. *Abandonment of Merger.*** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation; or

(b) If, in the judgement of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

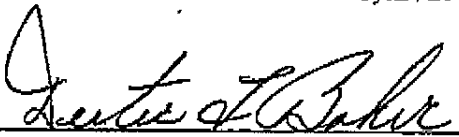
**Section Eleven. *Execution of Agreement.*** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

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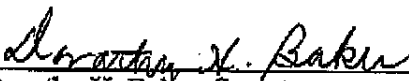
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Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

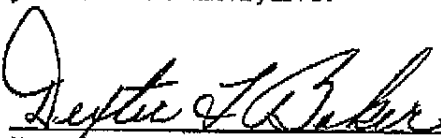
**QUAIL BAKER ENTERPRISES, INC.**

By:   
Dexter F. Baker, President

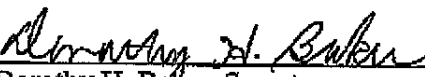
**ATTEST:**

By:   
Dorothy H. Baker, Secretary

**DEB DEVELOPMENT, INC.**

By:   
Dexter F. Baker, President

**ATTEST:**

By:   
Dorothy H. Baker, Secretary

316S34\_1

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# **EXHIBIT A** **TO PLAN OF MERGER**

## **Quail Baker Enterprises, Inc.**

<u>Date</u>	<u>Voting Shares Authorized</u>	<u>Nonvoting Shares Authorized</u>	<u>Voting Shares Issued</u>	<u>Nonvoting Shares Issued</u>	<u>Shareholder(s)</u>
6/30/00	7,500	15,000	5,000	15,000	Dexter F. Baker
6/30/00 <sup>1</sup>	<u>7,500</u>	<u>5,000</u> <u>20,000</u>	<u>2,500</u> <u>7,500</u>	<u>5,000</u> <u>20,000</u>	Dexter F. Baker and Dorothy H. Baker, TBE

## **D.F.B. Development, Inc.**

<u>Date</u>	<u>Voting Shares Authorized</u>	<u>Nonvoting Shares Authorized</u>	<u>Voting Shares Issued</u>	<u>Nonvoting Shares Issued</u>	<u>Shareholder(s)</u>
6/30/00 <sup>2</sup>	2,500 <u>&lt;2,500&gt;</u> -0-	5,000 <u>&lt;5,000&gt;</u> -0-	2,500 <u>&lt;2,500&gt;</u> -0-	5,000 <u>&lt;5,000&gt;</u> -0-	Dexter F. Baker and Dorothy H. Baker, TBE

<sup>1</sup> Pursuant to Plan of Merger, 2,500 shares voting and 5,000 shares nonvoting common stock issued in 1-for-1 share conversion.

<sup>2</sup> Pursuant to Plan of Merger, 2,500 shares Series A voting and 5,000 shares Series B nonvoting common stock cancelled.