

Document Number Only

P93000074074

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

Summer Investment Corp.

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ZIMMER INVESTMENT, LTD., a Delaware corporation not qualified in Florida

INTO

BRICKSEA CORP., a Florida corporation, P93000074074.

File date: November 24, 1998

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
ZIMMER INVESTMENT, LTD. AND BRICKSEA CORP.
INTO
BRICKSEA CORP.

FILED
98 NOV 24 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, BRICKSEA CORP., a Florida corporation and ZIMMER INVESTMENT, LTD., a Delaware corporation, adopt the following articles of merger:

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the registered office of said ZIMMER INVESTMENT LTD. in the State of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is Corporation Trust Company and the registered office of BRICKSEA CORP. in the State of Florida is located at 1200 South Pine Island Road, in the City of Plantation, 333241 and the name of its registered agent at such address is CT CORPORATION SYSTEM

NOW, THEREFORE, the corporations, parties to these Articles, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows in the Plan of Merger:

FIRST: ZIMMER INVESTMENT, LTD. shall be and hereby is merged into BRICKSEA CORP. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of BRICKSEA CORP. which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in these Articles, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the share or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, and all rights in respect thereof shall forthwith be changed and converted into two and seventenths (2.7) of a share of common stock of the surviving corporation.

(b) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be

entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of these Articles shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Florida. However, for all accounting purposes the effective date of the merger shall be as of the close of business on November 10, 1998.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

I, Paul Moss, the Sole Director of ZIMMER INVESTMENT, LTD., a corporation incorporated and existing under the laws of the State of Delaware, hereby certify, as such Director, that the Articles of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of BRICKSEA CORP., a corporation of the State of Florida, was duly adopted pursuant to the Florida Business Corporation Act by the unanimous written consent of the stockholders holding all shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Articles of Merger were thereby adopted as the act of the stockholders of said ZIMMER INVESTMENT, LTD. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 10th day of November, 1998.

ZIMMER INVESTMENT, LTD.

By: 

Paul Moss, Sole Director

I, Noah Mallin, Director of BRICKSEA CORP., a corporation incorporated and existing under the laws of the State of Florida, hereby certify, as such Director, that the Articles of Merger to which this Certificate is attached, was duly adopted pursuant to the Florida Business Corporation Act by the unanimous written consent of the stockholders holding all shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Articles of Merger were thereby adopted as the act of the stockholders of said BRICKSEA CORP. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 17TH day of NOVEMBER, 1998.

BRICKSEA CORP.

By: 
Noah Mallin, Director