

P93000080669

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August 15, 2000

Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

200003360872--6
-08/17/00--01074--010
*****78.75 *****78.75

Re: Articles Of Merger

Gentlemen:


Enclosed please find two (2) original Articles of Merger of P.B.I. Services, Inc. into Bush & Company East, Inc., together with Plan of Merger. Please file the Articles of Merger and return a certified copy to this office. My firm check for \$78.75 is enclosed to cover costs as follows:

Filing Fee	\$70.00
Certified Copy	<u>8.75</u>
TOTAL	\$78.75

Should you have any questions, please do not hesitate to call this office collect.

EFFECTIVE DATE
8-31-00

Very truly yours,


Sidney Werner

Merger
8-28-00
PWS

SW/db
enclosures

FILED
00 AUG 17 PM 2:55
DIVISION OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

P. B. I. SERVICES, INC., a Florida corporation, P95000092041

INTO

BUSH & COMPANY EAST, INC., a Florida entity, P93000080669

File date: August 17, 2000, effective August 31, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
P.B.I. SERVICES, INC.
INTO
BUSH & COMPANY EAST, INC.**

FILED

00 AUG 17 PM 2:55

CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging the entities.

1. The names of the corporations which are parties to the within merger are P.B.I. Services, Inc. and Bush & Company East, Inc. Bush & Company East, Inc. is the surviving corporation.

2. On July 15, 2000 the Plan of Merger attached hereto as Schedule "A" was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

3. The effective date of the merger shall be August 31, 2000.

BUSH & COMPANY EAST, INC.

Stuart A. Bush
STUART A. BUSH, President

P.B.I. SERVICES, INC.

By: Joann Bush
JOANN BUSH, President

STATE OF COLORADO

COUNTY OF GUNNISON

The foregoing instrument was acknowledged before me this 14TH day of August, 2000, by **JOANN BUSH**, as President of **P.B.I. SERVICES, INC.**, on behalf of the corporation. She is personally known to me and did take an oath.

[SEAL] **EFFECTIVE DATE**
8-31-00

Thomas Anthony Smith
NOTARY PUBLIC

My Commission Expires:

My Commission expires: March 17, 2001

STATE OF COLORADO

COUNTY OF GUNNISON

The foregoing instrument was acknowledged before me this 14TH day of August, 2000, by **STUART A. BUSH**, as President of **BUSH & COMPANY EAST, INC.**, on behalf of the corporation. He is personally known to me and did take an oath.

[SEAL]

Thomas Anthony Smith
NOTARY PUBLIC

My Commission Expires:

My Commission expires: March 17, 2001

PLAN OF MERGER

Plan of Merger dated July 15, 2000 between BUSH & COMPANY EAST, INC., referred to as the surviving corporation, and P.B.I. SERVICES, INC., referred to as the absorbed corporation.

STIPULATIONS

A. Bush & Company East, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 12208 2nd Street East, Treasure Island, FL 33706.

B. Bush & Company East, Inc. has a capitalization of 7,500 authorized shares of \$1.00 common stock, of which 80 shares are issued and outstanding. The authorized number of shares will not be increased prior to the effective date of the merger.

C. P.B.I. Services, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 12208 2nd Street East, Treasure Island, FL 33706.

D. P.B.I. Services, Inc. has a capitalization of 7,500 authorized shares of \$1.00 common stock of which 100 shares 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 P.B.I. Services, Inc. be merged into Bush & Company East, Inc. 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.** P.B.I. Services, Inc. shall merge with and into Bush & Company East, Inc., 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 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, the surviving corporation is as follows:

A. Each share of the \$1.00 common stock of P.B.I. Services, Inc. issued and outstanding on the effective date of the merger shall be converted into 1.05 shares of the \$1.00 common stock of Bush & Company East, Inc., 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 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 the 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, a certificate for the number of whole shares representing the aggregate of the 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.

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.

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.

Section Seven. **Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. **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 on or before August 30, 2000, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

Section Nine. **Effective Date of Merger.** The effective date of this merger shall be August 31, 2000.

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, 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.

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.

[Corporate Seal]

Attest:

BUSH & COMPANY EAST, INC.

By: 

Stuart A. Bush, President

P.B.I. SERVICES, INC.

By: 

Joann Bush, President