

P93000085374

Raymond L. Ballou, P.A.

Attorney at Law
P.O. Box 47565
St. Petersburg FL 33743

Telephone 727-381-8822
Fax 727-381-8833

December 26, 2001

Florida Department of State
Divisions of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

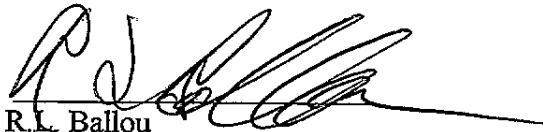
600004741886--2
-12/28/01--01012--003
*****78.75 *****78.75

RE: Amendment to Articles of Incorporation of M.L. Tampa Warehouse Inc. increasing the number of authorized shares from 100 to 200.

Re: Merger of Four Kentucky Bees, Inc into M.L. Tampa Warehouse, Inc.

Enclosed is an Amendment to Articles of Incorporation of M.L. Tampa Warehouse Inc. and Articles of Merger with attachments. Also enclosed is a check for \$78.75 for the filing fee for the two corporations and \$8.75 for a certified copy of the articles of merger. Also enclosed is a check for \$35.00 to cover the fee for increasing the number of authorized shares of stock of M.L. Tampa Warehouse, Inc. from 100 to 200.

If you need anything further please advise.


R.L. Ballou

FILED
DEC 27 AM 10:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

P93000085374
Ming
Hague
12-27-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

FOUR KENTUCKY BEES, INC., a Florida entity, V46211

INTO

M.L. TAMPA WAREHOUSE, INC., a Florida entity, P93000085374

File date: December 27, 2001

Corporate Specialist: Carol Mustain

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, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

M.L. TAMPA WAREHOUSE, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

FOUR KENTUCKY BEES, INC.

FLORIDA

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 in the future.)

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 Dec. 26, 2001.

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 Dec. 26, 2001.

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)

FILED
01 DEC 27 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

M.L. TAMPA

WAREHOUSE, INC

FOUR KENTUCKY

BEES, INC.

RAYMOND L. BALLOU, President

RAYMOND L. BALLOU, President

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

M.L. TAMPA WAREHOUSE, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

FOUR KENTUCKY BEES, INC.

FLORIDA

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

PLAN OF MERGER ATTACHED

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:

PLAN OF MERGER ATTACHED

(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 as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER

This Agreement is made this 26 day of December, 2001, between Four Kentucky Bees, Inc., a Florida corporation ("the Merging Corporation"), and M.L. Tampa Warehouse, Inc., a Florida corporation ("the Surviving Corporation").

RECITALS

A. Surviving Corporation is a Florida corporation having its principal place of business at P.O. Box 47565, St. Petersburg, Florida 33743.

B. Merging Corporation is a Florida corporation having its principal place of business at P.O. Box 47565, St. Petersburg, Florida 33743.

C. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Four Kentucky Bees, Inc. be merged into M.L. Tampa Warehouse, Inc., in accordance with the provisions of F.S.A. § 607.1101 in order that the transaction qualify as a reorganization, within the meaning of § 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and F.S.A. § 607.1106.

SECTION ONE MANAGEMENT

The articles of incorporation of M.L. Tampa Warehouse, Inc. shall be the articles of incorporation of the Surviving Corporation until altered, amended, or repealed. The bylaws of M.L. Tampa Warehouse, Inc. shall be the bylaws of the Surviving Corporation until altered, amended, or repealed. The officers and directors of M.L. Tampa Warehouse, Inc. in office on the effective date of the merger shall continue in office and shall constitute the officers and directors of the Surviving Corporation for the term elected until their respective successor(s) shall be elected or appointed and qualified.

SECTION TWO RIGHTS AND PRIVILEGES

On the effective date of the merger, the separate existence of the Merging 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 Merging Corporation, without the necessity for any separate transfer. Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Merging Corporation, and neither the rights of creditors nor any liens on the property of Merging Corporation shall be impaired by the merger.

SECTION THREE CONVERSION OF SHARES

The manner and basis of converting the shares of Merging Corporation into shares of Surviving Corporation shall be as follows:

FILED
01 DEC 27 AM 10:56
CLERK OF STATE
TALLAHASSEE, FLORIDA

(a) Each share of the stock of Merging Corporation issued and outstanding on the effective date of the merger shall be converted into a share of the stock of Surviving Corporation, which shares of stock of Surviving Corporation shall thereupon be issued and outstanding. In no event shall fractional shares of Surviving Corporation be issued.


(b) After the effective date of the merger, each holder of certificates of stock in Merging Corporation shall surrender them to Surviving Corporation, in such manner as Surviving Corporation may require. On receipt of such share certificates, Surviving Corporation shall issue and exchange therefor certificates for shares of an equivalent number of stock in Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided herein.


(c) Holders of certificates of stock of Merging Corporation shall not be entitled to dividends payable on shares of stock in Surviving Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of Surviving Corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in Surviving Corporation.

IN WITNESS WHEREOF, on behalf of the constituent corporations by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first above written, the parties have executed this plan of merger under their respective corporate seals on the date and year first above written.

Four Kentucky Bees, Inc. [SEAL]

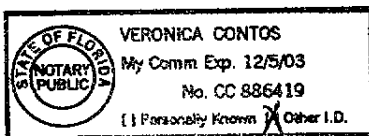
M.L. Tampa Warehouse, Inc. [SEAL]

By: 
Raymond L. Ballou, President

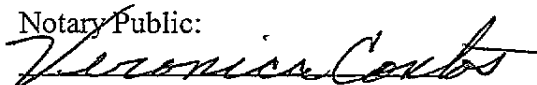
By: 
Raymond L. Ballou, President

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 26 day of December, 2001, by RAYMOND L. BALLOU, who is personally known to me and who did take an oath.



Notary Public:



My commission expires: _____

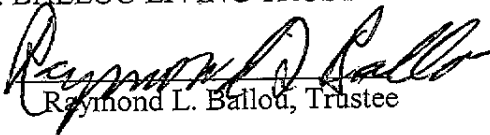
SHAREHOLDERS RESOLUTION
M.L. TAMPA WAREHOUSE, INC.

RESOLVED, that the shareholders of this corporation, by their unanimous action, hereby ratify and approve the agreement of merger dated December 26, 2001, between the corporation and FOUR KENTUCKY BEES, INC.

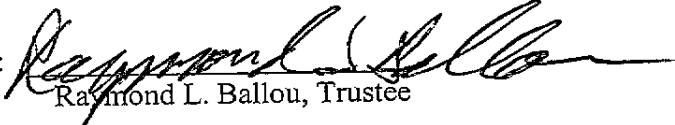
L.Y. BALLOU LIVING TRUST

M.R. BALLOU LIVING TRUST

By:


Raymond L. Ballou, Trustee

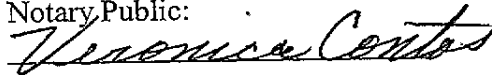
By:

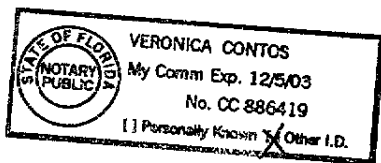

Raymond L. Ballou, Trustee

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 26 day of December, 2001, by RAYMOND L. BALLOU, who is personally known to me and who did take an oath.

Notary Public:





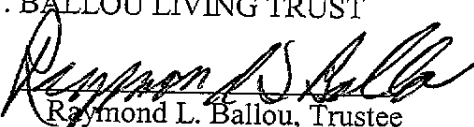
My commission expires: _____

SHAREHOLDERS RESOLUTION
FOUR KENTUCKY BEES, INC.

RESOLVED, that the shareholders of this corporation, by their unanimous action, hereby ratify and approve the agreement of merger dated December 16, 2001, between the corporation and M.L. TAMPA WAREHOUSE, INC.


L.Y. BALLOU LIVING TRUST

By:


Raymond L. Ballou, Trustee

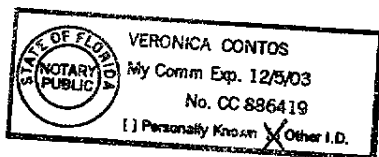
M.R. BALLOU TRUST II

By:


Raymond L. Ballou, Trustee

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 26 day of December, 2001, by RAYMOND L. BALLOU, who is personally known to me and who did take an oath.



Notary Public:



My commission expires: _____

RESOLUTION
FOUR KENTUCKY BEES, INC.

WHEREAS the directors consider it to be in the best interests of this corporation and its shareholders that this corporation merge with and be absorbed by M.L. TAMPA WAREHOUSE, INC. pursuant to that merger agreement submitted to the directors for their approval;

RESOLVED, that the terms and conditions of the agreement of merger are approved, and that this corporation merge with and be absorbed by M.L. TAMPA WAREHOUSE, INC. pursuant to the terms of the agreement;

FURTHER RESOLVED, that the president of this corporation is hereby authorized and directed to execute and deliver in the name of this corporation the merger agreement submitted to the directors, a copy of which is attached hereto;

FURTHER RESOLVED, that the president of this corporation is authorized and directed to obtain the approval of the above-mentioned agreement by the vote of the holders of 100% of the issued and outstanding shares of this corporation at such time as may be convenient, but not after December 31, 2001;

FURTHER RESOLVED, that the shareholders of record of this corporation as of December 1, 2001, are entitled to vote on the proposed agreement;

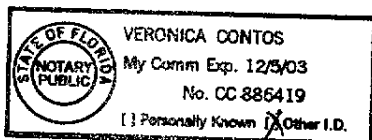
FURTHER RESOLVED, that the president of this corporation is directed to execute all documents and to take all necessary and proper steps to carry out the purposes of these resolutions.

Approved this 26 day of December 2001.

By: Raymond L. Ballou
Raymond L. Ballou, President

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 26 day of December 2001 by RAYMOND L. BALLOU, who is personally known to me and who did take an oath.



Notary Public:

Veronica Contos

My commission expires: _____

RESOLUTION
M.L. TAMPA WAREHOUSE, INC.

WHEREAS the directors consider it to be in the best interests of this corporation and its shareholders that this corporation merge with and absorb FOUR KENTUCKY BEES, INC. pursuant to that merger agreement submitted to the directors for their approval;

RESOLVED, that the terms and conditions of the agreement of merger are approved, and that this corporation merge with and absorb FOUR KENTUCKY BEES, INC. pursuant to the terms of the agreement;

FURTHER RESOLVED, that the president of this corporation is hereby authorized and directed to execute and deliver in the name of this corporation the merger agreement submitted to the directors, a copy of which is attached hereto;

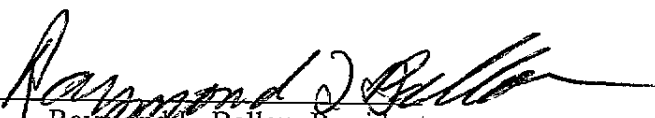
FURTHER RESOLVED, that the president of this corporation is authorized and directed to obtain the approval of the above-mentioned agreement by the vote of the holders of 100% of the issued and outstanding shares of this corporation at such time as may be convenient, but not after December 31, 2001;

FURTHER RESOLVED, that the shareholders of record of this corporation as of December 1, 2001, are entitled to vote on the proposed agreement;

FURTHER RESOLVED, that the president of this corporation is directed to execute all documents and to take all necessary and proper steps to carry out the purposes of these resolutions.

Approved this 26 day of December 2001.

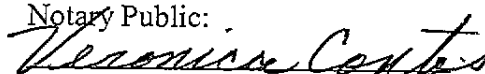
By:


Raymond L. Ballou, President

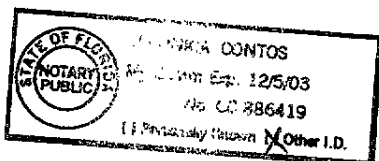
STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 26 day of December 2001 by RAYMOND L. BALLOU, who is personally known to me and who did take an oath.

Notary Public:



My commission expires: _____



AGREEMENT OF MERGER

This Agreement of Merger is made this 26 day of December, 2001, between Four Kentucky Bees, Inc., a Florida corporation ("the Merging Corporation"), and M.L. Tampa Warehouse, Inc., a Florida corporation ("the Surviving Corporation").

RECITALS

A. Surviving Corporation is a Florida corporation having its principal place of business at Post Office Box 47565, St. Petersburg, Florida 33743.

B. Surviving Corporation has a capitalization of one hundred (100) shares of common stock, all of one class, of which ___ shares are issued and outstanding. The authorized number of shares may be increased to two hundred (200) prior to the effective date of the merger.

C. Merging Corporation is a Florida corporation having its principal place of business at Post Office Box 47565, St. Petersburg, Florida 33743.

D. Merging Corporation has a capitalization of ten (10) shares of common stock, all of one class, of which ___ shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Four Kentucky Bees, Inc. be merged into M.L. Tampa Warehouse, Inc., in accordance with the provisions of F.S.A. § 607.1101 in order that the transaction qualify as a reorganization, within the meaning of § 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and F.S.A. § 607.1106.

SECTION ONE MERGER

Four Kentucky Bees, Inc. shall merge with and into M.L. Tampa Warehouse, Inc., which shall be the Surviving Corporation.

SECTION TWO TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of Merging Corporation, without the necessity for any separate transfer. Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Merging Corporation, and neither the rights of creditors nor any liens on the property of Merging Corporation shall be impaired by the merger.

SECTION THREE CONVERSION OF SHARES

The manner and basis of converting the shares of Merging Corporation into shares of Surviving Corporation shall be as follows:

(a) Each share of the stock of Merging Corporation issued and outstanding on the effective date of the merger shall be converted into a share of the stock of Surviving Corporation, which shares of stock of Surviving Corporation shall thereupon be issued and outstanding. In no event shall fractional shares of Surviving Corporation be issued.

(b) After the effective date of the merger, each holder of certificates of stock in Merging Corporation shall surrender them to Surviving Corporation, in such manner as Surviving Corporation may require. On receipt of such share certificates, Surviving Corporation shall issue and exchange therefor certificates for shares of an equivalent number of stock in Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided herein.

(c) Holders of certificates of stock of Merging Corporation shall not be entitled to dividends payable on shares of stock in Surviving Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of Surviving Corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in Surviving Corporation.

SECTION FOUR ARTICLES OF INCORPORATION

The articles of incorporation of Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE BYLAWS

The bylaws of Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX DIRECTORS AND OFFICERS

The director and officer of Surviving Corporation on the effective date of the merger shall continue as the director and officer of Surviving Corporation for the full unexpired terms of his offices and until his successor(s) have been elected or appointed and qualified.


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.

This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held on or before December 31, 2001, or such other time as the boards of directors of the constituent corporations shall direct.

The effective date of this merger shall be the date on which the Articles of Merger are filed with the Florida Secretary of State.

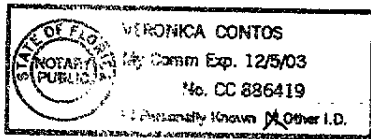
This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

M.L. Tampa Warehouse, Inc. [SEAL]

By: 
Raymond L. Ballou, President

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 26 day of December 2001 by
RAYMOND L. BALLOU, who is personally known to me and who did take an oath.



Notary Public: -

Veronica Contos

My commission expires: _____