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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Bench Warmer International, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
(Profit Corporations)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Bench Warner International, Inc.	California	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Bench Warner International, Inc.	Florida	P93000087733

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 8, 2003 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
December 8, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

**Bench Warmer International,
Inc., a Florida corporation**

Full
Full

Brian Wallis, President

12/14/03

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**Bench Warmer International,
Inc., a California corporation**

Brian Wallis, President

12/14/03

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "*Agreement*") is dated as of December 8, 2003 by and between Bench Warner International, Inc., a California corporation ("*BW California*"), and Bench Warner International, Inc., a Florida corporation ("*BW Florida*"). *BW California* and *BW Florida* are sometimes referred to herein as the "*Constituent Corporations*."

Recitals:

A. *BW California* is a corporation duly organized and existing under the laws of the State of California, having been incorporated on December 5, 2003, by Articles of Incorporation filed with the California Secretary of State on that date; the registered office of *BW California* is located at 8581 Santa Monica Blvd., #704, West Hollywood, California 90069.

B. *BW Florida* is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on December 23, 1993 by Articles of Incorporation filed with the Secretary of State of Florida on that date; the registered office of *BW Florida* in the State of Florida is located at 920 Normandy T Kings Point, Del Ray Beach, Florida 33484, and the name of its registered agent at such office is Brian Wallos.

C. *BW California* has an authorized capitalization consisting of 1,000,000 shares of Common Stock, no par value ("*BW California Common Stock*"), of which 1,000 shares are issued and outstanding as of the date hereof and owned of record by *BW Florida*.

D. *BW Florida* has an authorized capitalization consisting of 100 shares of Common Stock, \$1.00 par value ("*BW Florida Common Stock*"), of which 1 share is issued and is outstanding as of the date hereof.

E. The Boards of Directors of *BW California* and *BW Florida* each deem it desirable, upon the terms and subject to the conditions herein stated, that *BW Florida* be merged with and into *BW California* and that *BW California* be the Surviving Corporation, that each share of *BW Florida* Common Stock outstanding on the date hereof be converted into the right to receive one share of *BW California* Common Stock.

NOW, THEREFORE, it is agreed as follows:

Agreement:

1. **Merger.** At the Effective Time of the Merger (as hereinafter defined), *BW Florida* shall be merged with and into *BW California* with *BW California* as the surviving corporation (the "*Surviving Corporation*") and the separate corporate existence of *BW Florida* shall cease. For federal income tax purposes, it is intended that the merger contemplated herein shall qualify as a tax-free reorganization under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended.

2. **Conversion of Shares.** At the Effective Time of the Merger, by virtue of the merger and without any action on the part of the holder thereof:

(a) Each then outstanding share of BW Florida Common Stock shall be converted into the right to receive 100,000 shares of BW California Common Stock, no par value.

(b) The 1,000 outstanding shares of BW California Common Stock owned by BW Florida shall be canceled and retired and shall resume the status of authorized and unissued shares of BW California.

At the Effective Time of the Merger (as hereinafter defined), no warrants, options or other rights to acquire shares of BW Florida Common Stock are outstanding.

3. **Effective Time.** The Merger shall become effective at the later of the date of filing of this Agreement with the Secretary of State of the State of California, pursuant to Section 1110 of the California Corporations Code, or the date of filing of this Agreement and Articles of Merger, in accordance with the laws of the State of Florida, with the Secretary of State of the State of Florida, herein sometimes referred to as the "*Effective Time of the Merger*."

4. **Governing Documents.** The Articles of Incorporation of BW California in effect at the Effective Time of the Merger shall remain the Articles of Incorporation of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law. The Bylaws of BW California in effect at the Effective Time of the Merger shall remain the Bylaws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

5. **Directors and Officers.** The directors and officers of BW California at the Effective Time of the Merger shall remain the directors and officers of the Surviving Corporation, to serve until such time as their successors are elected or appointed in accordance with the Bylaws.

6. **Stock Certificates.** At and after the Effective Time of the Merger, all of the outstanding certificates which immediately prior to the Effective Time of the Merger evidenced shares of BW Florida Common Stock shall be deemed for all purposes to evidence ownership of, and to represent, shares of BW California Common Stock into which the BW Florida Common Stock formerly evidenced by such certificates has been converted as provided herein. The registered owner on the books and records of BW Florida (or its transfer agents) of each outstanding certificate evidencing shares of BW Florida Common Stock shall, until such certificates have been surrendered for transfer or conversion or otherwise accounted for to BW California or its transfer agents, be entitled to exercise any and all voting and other rights with respect to, and to receive any and all dividends and other distributions upon, the shares of BW California Common Stock of which such person is the owner.

7. **Stockholder Approvals and Corporate Filings.** This Agreement shall be submitted to the stockholders entitled to vote thereon of each of the Constituent Corporations as provided by the applicable laws of the States of Florida and California. If this Agreement is duly adopted by the requisite votes of such stockholders and is not terminated as contemplated by Section 9, then (i) a copy of this Agreement, executed in accordance with the laws of the State of California, shall be filed with the Secretary of State of the State of California and (ii) a copy of

the Agreement and Articles of Merger in substantially the form attached hereto as Exhibit "A," executed in accordance with the laws of the State of Florida, shall be filed with the Secretary of State of the State of Florida.

8. **Amendment.** At any time prior to the Effective Time of the Merger, this Agreement may be amended by the Boards of Directors of the Constituent Corporations to the extent permitted by California and Florida law notwithstanding favorable action on the merger by the stockholders of either or both of the Constituent Corporations.

9. **Termination.** At any time prior to the Effective Time of the Merger, this Agreement may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations, notwithstanding favorable action on the merger by the stockholders of either or both of the Constituent Corporations.

IN WITNESS WHEREOF, the parties have each caused this Agreement to be executed by its President and by its Secretary, all as of the date first above written.

Bench Warner International, Inc.,
a California corporation

By: 

Brian Wallos

Its: President and Secretary

Bench Warner International, Inc.,
a Florida corporation

By: 

Brian Wallos

Its: President and Secretary