

Collins Games of Florida, Inc.

1341 Rutherford Road Greenville, South Carolina 29609

Phone 864-286-1111 Fax 864-244-6650

P94000028697

October 8, 2001

Division of Corporations
Attn: Ms. Thelma Lewis
409 E. Gaines Street
Tallahassee, FL 32399

FILED
OCT 11 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Merging Collins Games of Florida, Inc., a Florida corporation, into Collins Holding Corporation, a South Carolina corporation.

Dear Ms. Lewis:

Pursuant to our telephone conversation this afternoon, and in connection with the above referenced merger, I have enclosed two sets of original executed documents, which includes: (a) Articles of Merger; (b) Resolution of Sole Stockholder and Board of Directors; and (c) Agreement and Plan of Merger.

As a reminder, you advised me in our telephone conversation that the Articles of Merger filed with your office last week could not be processed because: (a) the documents reflect the merger of Collins Games of Florida, Inc. into Collins Entertainment, Inc.; (b) as of September 2001, Collins Entertainment, Inc. ceased being qualified to do business in the State of Florida; and (c) in order to merge Collins Games of Florida, Inc. into Collins Entertainment, Inc., we would have to reinstate Collins Entertainment, Inc. as qualified to do business in the State of Florida.

Accordingly, we are submitting the enclosed merger documents which reflect the merger of Collins Games of Florida, Inc. into Collins Holding Corporation, a South Carolina corporation that is qualified and in good standing in Florida.

As we also discussed, in the first package of merger documents sent to you, we previously enclosed a check in the amount \$70 (\$35 for each corporation) as payment of the required filing fees. Please apply that check to this merger.

Your immediate attention to this matter is greatly appreciated. Please call my staff immediately if any additional information or forms are required. The following individuals will be able to assist you.

| | |
|--------------------------|--|
| Ms. Rita Powell | 864-877-8864 |
| Mr. Jerry Saad | 864-286-6666 or 864-286-1300 or 864-907-1300 |
| Mr. James G. Tzouvelekas | 864-268-1111 |

If you are unable to reach any of these individual, please do not hesitate to call me directly at 864-268-1111, 864-268-1179 or 864-414-7222.

Sincerely,


Fred Collins
Chairman of the Board

Mr. Saad GAVE

AUTHORIZATION BY PHONE TO

CORRECT the surviving corp. name to Collins Holding

DATE

OCT 11 2001
DOC. EXAM. LEWIS

Enclosures

Collins Games of Florida, Inc.

1341 Rutherford Road Greenville, South Carolina 29609
Phone 864-286-1111 Fax 864-244-6650

FILED
01 OCT 11 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 1, 2001

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Merging **Collins Games of Florida, Inc.**, a Florida corporation, into **Collins Entertainment, Inc.**, a South Carolina corporation.

Dear Sir or Madam:

Pursuant to your instruction describing the documents necessary to effect a merger of corporations, and in connection with the above referenced merger, I have enclosed one set of original executed documents, which includes: (a) Articles of Merger; (b) Resolution of Sole Stockholder and Board of Directors; and (c) Agreement and Plan of Merger.

Also enclosed is a check in the amount \$70 (\$35 for each corporation) as payment of the required filing fees.

Your immediate attention to this matter is greatly appreciated. Please call my staff immediately "collect" if any additional information or forms are required. The following individuals will be able to assist you.

| | |
|--------------------------|--|
| Ms. Rita Powell | 864-877-8864 |
| Mr. Jerry Saad | 864-286-6666 or 864-286-1300 or 864-907-1300 |
| Mr. James G. Tzouvelekas | 864-268-1111 |

If you are unable to reach any of these individual, please do not hesitate to call me directly at 864-268-1111, 864-268-1179 or 864-414-7222.

Sincerely,



Fred Collins
Chairman of the Board.

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-10/03/01--01053--005
*****70.00 *****70.00

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

COLLINS GAMES OF FLORIDA, INC., a Florida entity, P94000028697

INTO

COLLINS HOLDING CORPORATION, a South Carolina entity not qualified in
Florida.

File date: October 11, 2001

Corporate Specialist: Thelma Lewis

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

Collins Holding Corporation

South Carolina

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Collins Games of Florida, 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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
10-08-01 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
10-08-01 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
01 OCT 11 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Collins Holding Corporation

Fred Collins, President

Collins Games of Florida, Inc

Fred Collins, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------------------|-----------------------|
| <u>Collins Holding Corporation</u> | <u>South Carolina</u> |

The name and jurisdiction of each **subsidiary** corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------------------------|---------------------|
| <u>Collins Games of Florida, Inc.</u> | <u>Florida</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED PLAN OF MERGER DOCUMENT

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

SEE ATTACHED PLAN OF MERGER DOCUMENT

**RESOLUTION OF SOLE STOCKHOLDER AND BOARD OF DIRECTORS
ADOPTING
AGREEMENT AND PLAN OF MERGER
Between Collins Holding Corporation
and
Collins Games of Florida, Inc.**

By unanimous written consent hereof, the undersigned, representing the sole stockholder and being the sole member of the Board of Directors of the Corporation, by affixing his signature hereto, hereby consents to and takes the following actions and adopts the following resolutions, and hereby waives all notices of the date, time, place and purpose of the Special Joint Meeting of the Stockholder and Board of Directors held this day, and hereby directs that this resolution of Sole Stockholder and Board of Directors of the Corporation taken by unanimous written consent be filed with the Minutes of the Special Joint Meeting of the Stockholder and Board of Directors of this date.

WHEREAS, Collins Holding Corporation now owns all of the issued and outstanding capital stock of Collins Games of Florida, Inc.;

WHEREAS, the Board of Directors of each of the aforementioned corporation has been advised by competent counsel to merge said corporations into one single corporation;

WHEREAS, the Board of Directors has called a Special Joint Meeting of the Sole Stockholder and Board of Directors of the Corporation held this day for the purpose of presenting, discussing and voting on the adoption of a plan of merger;

WHEREAS, the sole stockholder hereby waives notices of the date, time, place and purpose of the Special Joint Meeting of the Stockholder and Board of Directors held this day;

WHEREAS, the Board of Directors has presented and now recommends the approval and adoption of the Agreement and Plan of Merger as attached hereto; be it

RESOLVED, That this Board of Directors hereby recommends and approves the merger of the aforementioned corporations with Collins Holding Corporation being the sole surviving corporation; and be it

RESOLVED FURTHER, That the sole stockholder hereby approves and adopts said Agreement and Plan in accordance with the applicable laws of this State and upon the approval and adoption by the stockholders of each of the other aforementioned corporations and in accordance with the state laws of the respective corporations; be it

RESOLVED FURTHER, That the Directors and Officers of this Corporation are hereby authorized and directed to certify, execute and file necessary forms and documents with the Secretary of State of the respective states, and to perform all acts and things that may be necessary to carry out and effectuate the purpose of these resolutions.

The undersigned hereby consents to actions described herein duly executed and delivered on this 8th day of October, 2001.

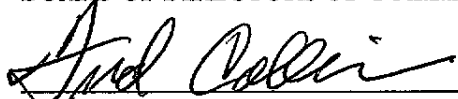
SOLE STOCKHOLDER OF COLLINS GAMES OF FLORIDA, INC.



Collins Holding Corporation

By: Fred Collins, Chairman of the Board of Directors of Collins Games of Florida, Inc.

BOARD OF DIRECTORS OF COLLINS GAMES OF FLORIDA, INC.



Fred Collins

Sole Member of the Board of Directors of Collins Games of Florida, Inc.

AGREEMENT AND PLAN OF MERGER
Merging
Collins Games of Florida, Inc.
into
Collins Holding Corporation, which shall be the Surviving Corporation

This Agreement and Plan of Merger is made and entered into on October 8, 2001, by and between the undersigned parties as described herein.

WHEREAS, Collins Holding Corporation, a South Carolina corporation, owns all of the outstanding shares of capital stock of Collins Games of Florida, Inc., a Florida corporation;

WHEREAS, the Board of Directors of each corporation has been advised by competent counsel to merge said corporations into one single corporation;

NOW, THEREFORE, upon and by unanimous consent of each respective and applicable Board of Directors, the aforementioned corporations hereby agree to the merger of said corporations into the single surviving corporation, Collins Holding Corporation, which merger shall be effected as follows:

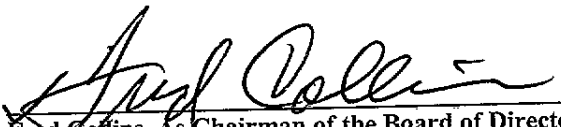
Merger of Collins Games of Florida, Inc. Into Collins Holding Corporation.

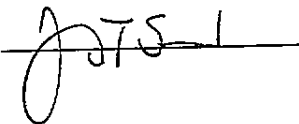
- A. Collins Games of Florida, Inc., a wholly owned subsidiary of Collins Holding Corporation, shall be merged into Collins Holding Corporation, which shall be the surviving corporation:
- B. The effective date and time of the merger shall be the latter of: (i) October 5, 2001, at 12:00 a.m. (midnight), or (ii) upon the filing, acceptance, and recording of the Articles of Merger and other required documents, forms and fees, as the Secretaries of State of the States of Florida and South Carolina duly require.
- C. As of the effective date and time of the merger, the individual existence of Collins Games of Florida, Inc. shall cease.
- D. The individual existence of the surviving corporation, Collins Holding Corporation, shall be continued under the laws of the State of South Carolina.
- E. The Articles of Incorporation of Collins Holding Corporation, as amended to the effective date and time of the merger, shall be the Articles of Incorporation of the surviving corporation.
- F. Each of the issued and outstanding shares of capital stock of Collins Holding Corporation shall continue in existence without change as the surviving corporation.
- G. Each of the issued and outstanding shares of capital stock of Collins Games of Florida, Inc. shall be cancelled without shares of the capital stock of Collins Holding Corporation being issued in respect thereof.
- H. All of the estate, assets, properties, rights, privileges, and franchise of Collins Games of Florida, Inc. shall vest in and be possessed by the surviving corporation, Collins Holding Corporation.
- I. All of the liabilities and obligations of Collins Games of Florida, Inc. shall be assumed by the surviving corporation, Collins Holding Corporation.
- J. The Board of Directors of the surviving corporation, Collins Holding Corporation, shall consist of Mr. Fred Collins, Mr. James G. Tzouvelekas, and Mr. Jerry T. Saad, each of whom shall serve as Directors at the effective date of this merger and shall continue in such service until death, disability, or until his or their respective successor or successors shall have been duly elected and qualified.
- K. The Officers of the surviving corporation, Collins Holding Corporation, shall consist of Mr. Fred Collins, its Chief Executive Officer and President, and Mr. James G. Tzouvelekas, its Treasurer and Secretary, both of whom shall serve at the effective date of this merger and shall continue in office until death, disability, or until his or their respective successor or successors shall have been duly elected and qualified.
- L. From the execution date of this Agreement and Plan of Merger until the effective date, neither Collins Holding Corporation nor Collins Games of Florida, Inc. will issue any additional stock or security, declare any dividends or make any distributions to stockholders, acquire or dispose of any property or incur any obligations other than in the ordinary course of business, or make any changes in their respective Articles of Incorporation not authorized specifically by the terms hereof.


- M. This Agreement and Plan of Merger shall be submitted to the stockholder of each respective corporation at special meetings of its stockholders held this day. The merger shall be deemed approved by the unanimous consent of the stockholders of each corporation.
- N. At the effective date and time, following the filing of Articles of Merger, all of the terms and conditions of this plan shall be consummated and the merger shall be effective.

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original instrument.

IN WITNESS HEREOF, pursuant to authority duly given, the undersigned hereby have caused this Agreement and Plan of Merger to be duly executed and delivered on this 8th day of October, 2001.


Fred Collins, As Chairman of the Board of Directors
and President of, and on behalf of,
Collins Holding Corporation

WITNESS 


Fred Collins, As Sole Director and President of, and
on behalf of Collins Games of Florida, Inc.

WITNESS 