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FILED
04 MAR -8 AM 12:30
SECRETARY OF STATE
TALLAHASSEE, FL 32399

3/11

HENDRICKS & HENDRICKS

ATTORNEYS AND COUNSELLORS AT LAW

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R.A. HENDRICKS (1868-1963)

B.E. HENDRICKS (1904-1978)

ROBERT A. HENDRICKS

March 3, 2004

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

CERTIFICATE NO. 70031010000150650995

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Billy-Jean, Inc., a Florida corporation and
Waveguide Fishing Team, Inc., a Massachusetts corporation

Gentlemen:

Enclosed are Articles of Merger and Plan of Merger for Billy-Jean, Inc., a Florida corporation and Waveguide Fishing Team, Inc., a Massachusetts corporation together with my check in the amount of \$78.75.

Please forward a certified copy of the Articles to me in the enclosed envelope.

Any questions, don't hesitate to contact me.

Sincerely,

HENDRICKS & HENDRICKS

BY: 

RAH/mm

Enc.

ARTICLES OF MERGER OF
BILLY-JEAN, INC., A FLORIDA CORPORATION,
AND WAVEGUIDE FISHING TEAM, INC.,
A MASSACHUSETTS CORPORATION

FILED
04 MAR -8 11:12:30
SECRETARY 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:

I. The names of the corporations which are parties to the within merger are WAVEGUIDE FISHING TEAM, INC., a Massachusetts corporation, and BILLY-JEAN, INC., a Florida corporation.

II. On March 1, 2004, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

PLAN OF MERGER

A. BILLY-JEAN, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2600 Douglas Road, Suite 607, Coral Gables, Florida 33134.

B. BILLY-JEAN, INC. has a capitalization of 100 authorized shares of \$1.00 common stock, of which 50 shares are issued and outstanding.

C. WAVEGUIDE FISHING TEAM, INC. is a corporation organized and existing under the laws of the State of Massachusetts with its principal office at 2600 Douglas Road, Suite 607, Coral Gables, Florida 33134.

D. WAVEGUIDE FISHING TEAM, INC. has a capitalization of 100 authorized shares of \$6,000.00 common stock, of which two 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

WAVEGUIDE FISHING TEAM, INC., a Massachusetts corporation, be merged into BILLY-JEAN, INC., a Florida corporation, 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. WAVEGUIDE FISHING TEAM, INC., a Massachusetts corporation, shall merge with and into BILLY-JEAN, INC., a Florida corporation, 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 of the surviving corporation is as follows:

a. Each share of the common stock of WAVEGUIDE FISHING TEAM, INC., a Massachusetts corporation, issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of BILLY-JEAN, INC., a Florida corporation, 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 BILLY-JEAN, INC., a Florida 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 BILLY-JEAN, INC., a Florida 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 BILLY-JEAN, INC., a Florida 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 or appointed.

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.

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 and the State of Massachusetts at meetings to be held on or before March 1, 2004 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 the date when articles of merger are filed by the Florida Department of State.

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 on or before March 15, 2004;

b. If, in the judgment of the board of directors 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 or the laws of the State of Massachusetts.

III. As to each of the undersigned corporation, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Authorized	Designation of Class	Number of Shares Issued and Outstanding
WAVEGUIDE FISHING TEAM, INC., a Massachusetts corporation	100	Class A Common	2
BILLY-JEAN, INC., a Florida corporation	100	Common	50

IV. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Class
WAVEGUIDE FISHING TEAM, INC., a Massachusetts corporation	2	0	A Common
BILLY-JEAN, INC., a Florida corporation	50	0	Common

Dated: March 1, 2004

BILLY-JEAN, INC.
a Florida corporation

By: Robert A. Hendricks
President

Attest: Steven W. Johnston
Secretary

WAVEGUIDE FISHING TEAM, INC.
a Massachusetts corporation

By: Robert A. Hendricks
President

Attest: Steven W. Johnston
Clerk

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Robert A. Hendricks and Steven W. Johnston, President and Secretary respectively of Billy-Jean, Inc., a Florida corporation, who is personally known to me, who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 1 day of March, 2004.

Marilyn H. Mayhew

NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Robert A. Hendricks and Steven W. Johnston, President and Clerk respectively of Waveguide Fishing Team, Inc., a Massachusetts corporation, who is personally known to me, who executed the foregoing instrument

and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last
aforesaid this 1 day of March, 2004.

Marilyn H. Mayhew

NOTARY PUBLIC, STATE OF FLORIDA

PLAN OF MERGER

PLAN OF MERGER DATED FEBRUARY 13, 2004 BETWEEN BILLY-JEAN, INC., A FLORIDA CORPORATION, REFERRED TO AS THE SURVIVING CORPORATION, AND WAVEGUIDE FISHING TEAM, INC., A MASSACHUSETTS CORPORATION, REFERRED TO AS THE ABSORBED CORPORATION.

STIPULATIONS

A. BILLY-JEAN, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2600 Douglas Road, Suite 607, Coral Gables, Florida 33134.

B. BILLY-JEAN, INC. has a capitalization of 100 authorized shares of \$1.00 common stock, of which 50 shares are issued and outstanding.

C. WAVEGUIDE FISHING TEAM, INC. is a corporation organized and existing under the laws of the State of Massachusetts with its principal office at 2600 Douglas Road, Suite 607, Coral Gables, Florida 33134.

D. WAVEGUIDE FISHING TEAM, INC. has a capitalization of 100 authorized shares of \$6,000.00 common stock, of which two 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 WAVEGUIDE FISHING TEAM, INC., a Massachusetts corporation, be merged into BILLY-JEAN, INC., a Florida corporation, 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. WAVEGUIDE FISHING TEAM, INC., a Massachusetts corporation, shall merge with and into BILLY-JEAN,

INC., a Florida corporation, 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 of the surviving corporation is as follows:

a. Each share of the common stock of WAVEGUIDE FISHING TEAM, INC., a Massachusetts corporation, issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of BILLY-JEAN, INC., a Florida corporation, 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 BILLY-JEAN, INC., a Florida 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 BILLY-JEAN, INC., a Florida 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 BILLY-JEAN, INC., a Florida 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 or appointed.

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.

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 and the State of Massachusetts at meetings to be held on or before March 1, 2004 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 the date when articles of merger are filed by the Florida Department of State.

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 on or before March 15, 2004;

b. If, in the judgment of the board of directors 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 or the laws of the State of Massachusetts.

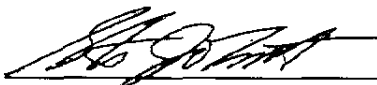
Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

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.

BILLY-JEAN, INC.
a Florida corporation

By: 
President

Attest:


Secretary

WAVEGUIDE FISHING TEAM, INC.
a Massachusetts corporation

By: 
President

Attest:


Clerk