

P94000056562

LAW OFFICES
BAKER, DONELSON, BEARMAN & CALDWELL

A PROFESSIONAL CORPORATION

2200 RIVERVIEW TOWER

900 SOUTH GAY STREET

PO BOX 1792

KNOXVILLE, TENNESSEE 37901

(423) 549-7000

FACSIMILE

(423) 525-8569

MISSISSIPPI

JACKSON

WASHINGTON, D.C.

TENNESSEE

MEMPHIS
NASHVILLE
CHATTANOOGA
KNOXVILLE
JOHNSON CITY
HUNTSVILLE

DAVID L. MOREHOUS
Direct Dial: (865) 549-7120
Facsimile: (865) 633-7120
Internet Address: dmorehous@bdbc.com

November 23, 1999

Via Federal Express

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600003054016--9
-11/24/99--01047--024
*****70.00 *****70.00

RE: *Tennessee Leisure Concepts, Inc.—Articles of Merger*
Document No. P94000056562

On behalf of Tennessee Leisure Concepts, Inc., a Florida corporation, and TNLC Corp., a Tennessee corporation, the following documents are enclosed for filing pursuant to Florida Statutes §§ 607.1101 to .1105, to effect the merger of Tennessee Leisure Concepts, Inc. with and into TNLC Corp.:

1. Articles of Merger executed by Tennessee Leisure Concepts, Inc. and TNLC Corp., attached to which is an executed original copy of the Plan of Merger between Tennessee Leisure Concepts, Inc. and TNLC Corp.;
2. A check in the amount of \$70.00, made payable to "Florida Secretary of State;" and
3. A duplicate copy of the Articles of Merger, together with a self-addressed prepaid envelope.

Please indicate your receipt of this filing by date-stamping the enclosed copy of the Articles of Merger and return it to me in the enclosed envelope.

Thank you very much for your assistance in this matter. If you have any questions regarding the filing of these documents, please feel free to contact me at (865) 549-7120.

Very truly yours,



David L. Morehous

Enclosures

cc: Laura Doeblor Tully, President

KDLM 101551 v1
814834-0001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 24 PM 4:33

merger
LTS 12-6-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

TENNESSEE LEISURE CONCEPTS, INC., a Florida corporation (Document
#P94000056562)

INTO

TNLC CORP., a Tennessee corporation not qualified in Florida.

File date: November 24, 1999

Corporate Specialist: Louise Flemming-Jackson

99 NOV 24 PM 4: 33

ARTICLES OF MERGER
of
TENNESSEE LEISURE CONCEPTS, INC.
with and into
TNLC CORP.

Pursuant to the provisions of Florida Statutes § 607.1105, the undersigned corporations submit the following Articles of Merger for the purpose of merging into a single corporation, such that TNLC Corp. shall be the surviving corporation:

1. The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Tennessee Leisure Concepts, Inc.	Tennessee

2. The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
TNLC Corp.	Tennessee
Tennessee Leisure Concepts, Inc.	Florida

3. The Plan of Merger is attached hereto as Appendix "A" and incorporated herein by reference.

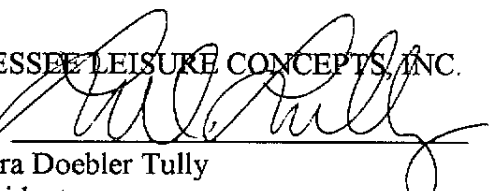
4. As to TNLC Corp., a Tennessee corporation, the Plan of Merger was adopted by the Board of Directors on November 22, 1999; and was duly approved and adopted by the Sole Shareholder on November 23, 1999, in accordance with the provisions of T.C.A. §§ 48-21-102 to -104.

5. As to Tennessee Leisure Concepts, Inc., a Florida corporation, the Plan of Merger was adopted by the Board of Directors on November 22, 1999; and was duly approved and adopted by the Sole Shareholder on November 23, 1999, in accordance with the provisions of Florida Statutes §§ 607.1101 to .1105.

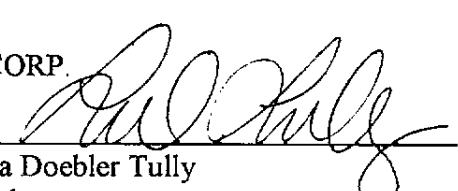
6. The merger shall be effective on November 23, 1999 at 5:00 p.m.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 23rd day of November, 1999.

TENNESSEE LEISURE CONCEPTS, INC.

By: 
Laura Doeblor Tully
President

TNLC CORP.

By: 
Laura Doeblor Tully
President

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of November 22, 1999 (the "*Plan of Merger*"), between TENNESSEE LEISURE CONCEPTS, INC., a Florida corporation ("*TLC-Florida*"), and TNLC CORP., a Tennessee corporation ("*TLC-Tennessee*"),

WITNESSETH:

WHEREAS, TLC-Florida and TLC-Tennessee (collectively, the "*Parties*") hereto desire to enter into an agreement providing for the merger of TLC-Florida into TLC-Tennessee; and

WHEREAS, the authorized capital stock of TLC-Florida consists of One Hundred Thousand (100,000) shares of Common Stock, par value \$.01 per share (the "*Florida Shares*"); and

WHEREAS, the authorized capital stock of TLC-Tennessee consists of One Hundred Thousand (100,000) shares of Common Stock, par value \$.01 per share (the "*Tennessee Shares*");

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein and other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties do hereby covenant and agree as follows:

Section 1. The Merger.

At the Effective Time of the Merger (as such term is hereinafter defined), in accordance with the provisions of applicable law and the terms of this Plan of Merger, TLC-Florida will be merged with and into TLC-Tennessee with TLC-Tennessee surviving the Merger as the surviving corporation.

Section 2. Effective Time of the Merger.

(a) The Merger shall not become effective until, subject to the terms and conditions of this Plan of Merger, 5:00 o'clock p.m. Daylight Savings Time on the day on which this Plan of Merger is filed with the Secretary of State of the State of Delaware and when the following actions shall have in all respects been completed:

(i) This Plan of Merger shall have been approved by the directors and stockholders of each of the Parties in accordance with the requirements of the laws of the states under which each Party is organized; and

(ii) Articles or Certificates of Merger (which shall be satisfactory in form to counsel for the Parties) or certified copies of this Plan of Merger shall have been executed and verified and filed in the office of the Secretary of State of the State of Florida and the office of the Secretary of State of the State of Tennessee or other appropriate offices of the appropriate states.

(b) The date and time when the Merger shall become effective as aforesaid is herein referred to as "*Effective Time of the Merger.*"

Section 3. Certain Effects of the Merger.

(a) Surviving Corporation. The separate existence and the corporate organization of TLC-Florida shall cease at the Effective Time of the Merger except insofar as it may be continued by law, and thereupon TLC-Florida and TLC-Tennessee shall be a single corporation (the "*Surviving Corporation*"). At the Effective Time of the Merger, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, powers and franchises, both public and private in nature, and all the property, real, personal and mixed, and all debts due on whatever account, including, subscriptions for shares, and all other things in action or belonging to TLC-Florida shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises, and every other interest shall be thereafter the property of the Surviving Corporation. All rights of creditors and all liens upon any property of TLC-Florida shall be preserved unimpaired, and all debts, liabilities, and duties of TLC-Florida shall attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties had been incurred or contracted by it.

(b) Name and Trade Name. From and after the Effective Time of the Merger, the name of TLC-Tennessee as the Surviving Corporation shall be "Tennessee Leisure Concepts, Inc.," and it shall conduct the business of the Surviving Corporation under the trade name "Recreational Factory Warehouse."

Section 4. Governing Documents, By-Laws, Directors, and Officers.

(a) Charter. The Charter of TLC-Tennessee as in effect immediately prior to the Effective Time of the Merger shall be the Charter of the Surviving Corporation from and after the Effective Time of the Merger (the "*Charter*") until further amended in accordance with the laws of the State of Tennessee.

(b) Bylaws. The Bylaws of TLC-Tennessee as in effect immediately prior to the Effective Time of the Merger shall be the Bylaws of the Surviving Corporation from and after the Effective Time of the Merger (the "*Bylaws*") until further amended in accordance with the laws of the State of Tennessee, the Charter and the Bylaws of TLC-Tennessee.

(c) Directors and Officers. The directors and officers of the Surviving Corporation from and after the Effective Time of the Merger shall be as set forth below, and each shall hold his respective office or offices from and after the Effective Time of the Merger until his successor shall have been elected and qualified or as otherwise provided in the Bylaws.

(i) Directors:

Laura D. Tully
Mark Machado

(ii) Officers:

Laura D. Tully	President
Mark Machado	Vice-President
Mark Machado	Secretary
Laura D. Tully	Treasurer

Section 5. Effect on Shares

(a) Conversion of Shares. At the Effective Time of the Merger:

(i) Each Florida Share issued and outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled and converted into the right to receive one (1) fully paid and nonassessable Tennessee Share, upon surrender of the certificate formerly representing such Florida Shares in the manner provided in Section 5(c); and

(ii) Each Tennessee Share issued and outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be converted into the right to receive One Dollar (\$1.00), upon surrender of the certificate formerly representing such Tennessee Shares in the manner provided in Section 5(c).

(b) Treasury Shares. Any Tennessee Share or Florida Share held in the treasury of either TLC-Florida or TLC-Tennessee prior to the Effective Time of the Merger shall be canceled.

(c) Surrender and Exchange of Certificates.

(i) As soon as practicable after the Effective Time of the Merger and after the surrender to TLC-Tennessee, at the principal place of business of TLC-Tennessee, or such other place as TLC-Tennessee may designate, of all certificates that immediately prior to the Effective Time of the Merger represented outstanding Florida Shares, TLC-Tennessee shall issue to the person or entity in whose name such certificates shall have been registered the appropriate number of Tennessee Shares.

(ii) As soon as practicable after the Effective Time of the Merger and after the surrender to TLC-Tennessee, at the principal place of business of TLC-Tennessee, or such other place as TLC-Tennessee may designate, of all certificates that immediately prior to the Effective Time of the Merger represented outstanding Tennessee Shares, TLC-Tennessee shall pay to the person or entity in whose name such certificates shall have been registered an amount equal to One Dollar (\$1.00), *multiplied by* the number of Tennessee Shares represented by the certificate so surrendered.

IN WITNESS WHEREOF, each of the Parties have caused this Plan of Merger to be executed as of the date first written above.

[SEAL]

Attest:

Secretary

TENNESSEE LEISURE CONCEPTS, INC., a
Florida corporation

("TLC-Florida")

By:

Name: Laura Doebler Tully

Its: President

[SEAL]

Attest:

Secretary

TNLC CORP., a Tennessee corporation

("TLC-Tennessee")

By:

Name: Laura Doebler Tully

Its: President