

Document Number Only

P94000063371

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300002144149--3

-04/16/97--01001--001

*****52.50 *****52.50

300002144149--3

-04/15/97--01094--011

*****70.00 *****70.00

Merger

E.W. One, Inc.

H.O.F., Inc.

97 APR 16 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document Examiner

Updater

Verifier

Acknowledgment

W.F. Verifier

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

97 APR 15 PM 2:53

RECEIVED

SECTION OF CORPORATION

4-15-97

John Plante

CR2E031 (1-89)

400789, 00524, 00672

P94000063371

ARTICLES OF MERGER
Merger Sheet

MERGING:

E.W. ONE, INC., a Florida corporation P94000063371

INTO

H.O.F., INC., a Delaware corporation not qualified in Florida.

File date: April 16, 1997

Corporate Specialist: Annette Hogan



RECEIVED
APR 17 11:19
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham CORPORATION
Secretary of State

April 16, 1997

From: CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: E. W. ONE, INC.
Ref. Number: P94000063371

We have received your document for E. W. ONE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the plan of merger. *Attached*

If you have any questions concerning the filing of your document, please call (904) 487-6907.

To: Annette Hogan
Corporate Specialist

Letter Number: 697A00019227

3:00
4-17-97

Please back file
to 4-16-97.

ARTICLES OF MERGER

The plan of merger may set forth:

(4) Amendments to, or a restatement of the articles of incorporation of the surviving corporation; and

(5) Other provisions relating to the merger.)

FIFTH: The effective date of the certificate of merger shall be the Date of Filing
day of _____ 19 _____.

(NOTE: The effective date of the merger may be on or after the date of filing the certificate. If the articles of merger do not provide for an effective date of the merger, then the effective date shall be the date on which the articles of merger are filed.)

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

SEVENTH: The plan of merger was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of E.W. ONE, INC., on
(Name of merged corporation)
the 11th day of April, 1997, and was adopted by the shareholders
(or the Board of Directors when no vote of the shareholders is required) of H.O.F., INC. on
(Name of surviving corporation)
the 11th day of April, 1997.

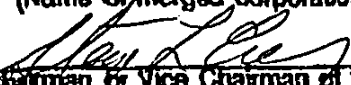
Signed this 11 day of April, 1997.

H.O.F., INC.
(Name of surviving corporation)
By Steven L. Craig
(Chairman or Vice Chairman of the Board of Directors, or President or another officer)
STEVEN L. CRAIG
(Name)
President
(Title)

E.W. ONE, INC.

(Name of merged corporation)

By


(Chairman or Vice Chairman of the Board
of Directors, or President or another officer)

STEVEN L. CRAIG

(Name)

President

(Title)

STATE OF DELAWARE
AGREEMENT OF MERGER

BETWEEN
H.O.F., INC., a Delaware Corporation
AND
E.W. ONE, INC., a Florida Corporation

This Plan and Agreement of Merger made and entered in to on the 10th day of April, 1997, by and between H.O.F., Inc., a Delaware corporation, and E.W. One, Inc., a Florida corporation.

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on April 9, 1997; and

WHEREAS, the Florida Corporation is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the aggregate number of shares which the Delaware Corporation has authority to issue is 100; and

WHEREAS, the Board of Directors of each of the constituent corporation deems it advisable that the Florida Corporation be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Florida respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the Florida Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Florida Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and the State of Delaware, by the Florida Corporation merging into the Delaware Corporation, which shall be the surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER") :

1. The two Constituent Corporation shall be a single corporation, which shall be the Delaware Corporation as the Surviving Corporation, and the separate existence of the Florida Corporation shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

ARTICLE III

The Certificate of Incorporation of the Delaware Corporation shall not be amended in any respect by reason of the Agreement of Merger.

ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows: All of the issued and outstanding shares of E.W. One, Inc. shall be assigned to H.O.F., Inc. and cancelled. All of the issued and outstanding shares of H.O.F., Inc., are owned by the shareholders of H.O.F., Inc as they existed immediately prior to the merger.

ARTICLE V

The terms and conditions of the merger are as follows:


1. The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

2. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

3. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agreed from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

H.O.F., INC., a Delaware Corporation

By:


STEVEN L. CRAIG, President

04-17-1997 09:53AM FROM

TO

19042227615 P.06

E.W. ONE, INC., a Florida
Corporation

By:


STEVEN L. CRAIG, President

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TOTAL P.06