

P94000078087

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## MERGER OR SHARE EXCHANGE

## TROPICANA PAYROLL, INC.

Certificate of Status	0
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12-31-04

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Merger w/ N.C.

## 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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tropicana Payroll, Inc.	Florida	894000078087

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Progress Service, Inc.	Florida	290742

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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 12/31/04 (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 12/21/04

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

EFFECTIVE DATE  
12-31-04

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 12/21/04

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)



## **PLAN OF MERGER** (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Tropicana Payroll, Inc.	Florida
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Progress Services, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

See attached

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

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

The name of the surviving corporation shall be: TROPICANA SERVICES, INC.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**EXHIBIT A**

This AGREEMENT AND PLAN OF MERGER adopted on December 21, 2004, by resolution of each Corporation's sole stockholder and the Board of Directors of Progress Services, Inc., a business corporation organized under the laws of the State of Florida, and adopted on December 21, 2004 by resolution of each Corporation's sole stockholder and the Board of Directors of Tropicana Payroll, Inc., a business corporation organized under the laws of the State of Florida.

The names of the corporations planning to merge are Progress Services, Inc., a business corporation organized under the laws of the State of Florida, and Tropicana Payroll, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Progress Services, Inc. plans to merge is Tropicana Payroll, Inc.

1. Progress Services, Inc. and Tropicana Payroll, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Tropicana Payroll, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of Florida. The separate existence of Progress Services, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act. It is intended that this reorganization will qualify as a tax free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of Tropicana Payroll, Inc. upon effective date of the merger shall be the directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until their respective successors have been elected and duly qualified.

5. All of the issued shares of the non-surviving corporation shall, upon the effective date of the merger, be surrendered and canceled and shall not be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which has been issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The surviving corporation and non-surviving corporation hereby agree that they will cause to be executed, filed and/or recorded any document or documents prescribed by the laws of each of the State of Florida and Delaware and to take such other actions as is necessary or appropriate to implement the merger herein contemplated.

7. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Executed on the 21<sup>st</sup> day of December, 2004.

Progress Service, Inc.

By: 

Karen A. Hunter  
Vice President, Secretary

Tropicana Payroll, Inc.

By: 

Karen A. Hunter  
Vice President, Secretary

**AMENDMENT TO CERTIFICATE OF INCORPORATION  
OF  
TROPICANA PAYROLL, INC.**

The undersigned, being the sole shareholder of TROPICANA PAYROLL, INC., a Florida corporation (the "Corporation"), does hereby consent to the adoption of the following resolutions and to the taking of the corporate action set forth therein without and in lieu of a meeting of the Directors of the Corporation, such consent to have the same force and effect as a vote at a meeting.

RESOLVED that, pursuant to 607.1101, F.S. and in accordance with the resolutions which were duly adopted, executed and acknowledged by its Board of Directors on December 21, 2004 and by its sole shareholder on December 21, 2004, and in accordance with the Articles and Plan of Merger filed with the Florida Division of Corporations on December 30, 2004, Tropicana Payroll, Inc. (the "Corporation") hereby amends Article 1 of its Certificate of Incorporation to read as follows:

"1. The name of the corporation is Tropicana Services, Inc."

IN WITNESS WHEREOF, the undersigned sole shareholder of the Corporation has executed this Amendment this 21<sup>st</sup> of December, 2004.

Tropicana Products, Inc.



Karen A. Hunter