

Law Offices

# HOLLAND & KNIGHT LLP

1499 South Harbor City Boulevard, Suite 201  
Melbourne, Florida 32901

321-951-1776  
FAX 321-951-1849  
www.hklaw.com

March 28, 2001

Atlanta	Northern Virginia
Boston	Orlando
Bradenton	Providence
Chicago	St. Petersburg
Fort Lauderdale	San Antonio
Jacksonville	San Francisco
Lakeland	Seattle
Los Angeles	Tallahassee
Melbourne	Tampa
Miami	Washington, D.C.
New York	West Palm Beach
International Offices:	
Buenos Aires*	Tel Aviv*
Mexico City	Tokyo
* Representative Offices	

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

FILED  
01 APR -2 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: Merger of Van Zante Management Company  
Inc., a Florida corporation, into Van Zante  
Corporation, a Florida corporation**

000003943410--5  
-04/02/01--01099--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed are an original and one copy of the Articles of Merger of the above-referenced domestic corporations into Van Zante Corporation, together with our check in the amount of \$70 to cover your fee for filing same.

Please file the original and return a copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,



Angela DiSalvo  
Legal Assistant to  
Patrick F. Healy, Esq.

Enclosures

MEL1 #457074 v1

*merger*

T. LEWIS APR 9 2001

---

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

VAN ZANTE MANAGEMENT COMPANY, INC., a Florida entity, P94000092699.

INTO

**VAN ZANTE CORPORATION**, a Florida entity, P94000092696.

File date: April 2, 2001

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER OF DOMESTIC  
CORPORATIONS INTO**

**VAN ZANTE CORPORATION**

FILED  
01 APR -2 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic corporations adopt the following articles of merger for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Van Zante Management Company, Inc., a Florida corporation; and

Van Zante Corporation, a Florida corporation.

Van Zante Corporation, a Florida corporation, is the surviving corporation.

2. The name of the surviving corporation is Van Zante Corporation and it is to be governed by the laws of the State of Florida.

3. The following plan of merger was approved on March 28, 2001 by the shareholders of the undersigned domestic corporations in the manner prescribed by the Florida Business Corporation Act:

**PLAN OF MERGER  
OF  
VAN ZANTE CORPORATION**

Plan of merger dated March 28, 2001, between VAN ZANTE CORPORATION, referred to as the surviving corporation, and VAN ZANTE MANAGEMENT COMPANY, INC., referred to as the absorbed corporation.

**STIPULATIONS**

A. Van Zante Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 21 E. West Fee Avenue, Melbourne, Florida 32901.

B. Van Zante Corporation has a capitalization of 100 authorized shares of common stock, of which 100 shares are issued and outstanding.

C. Van Zante Management Company, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 21 E. West Fee Avenue, Melbourne, Florida 32901.

D. Van Zante Management Company, Inc. has a capitalization of 100 authorized shares of common stock of which 100 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 Van Zante Management Company, Inc. be merged into Van Zante 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. Van Zante Management Company, Inc. shall merge with and into Van Zante Corporation, which shall be 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 Van Zante Management Company, Inc. issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of Van Zante Corporation, which share 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.

(d) By adoption of this plan of merger, the shareholders of Van Zante Corporation hereby amend Article IV of the corporation's articles of incorporation so as to increase the authorized shares of the Corporation to 1,000 shares of \$1.00 par value Common Stock. Thereafter, Article IV of the Articles of Incorporation of Van Zante Corporation shall read as follows:

#### "ARTICLE IV

This Corporation is authorized to issue 1,000 shares of \$1.00 par value stock."

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation Van Zante Corporation shall continue to be its articles of incorporation following the effective date of the merger subject to the amendment described in Article E(3)(d) of this Plan of Merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation Van Zante 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 Van Zante 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 and qualified or as of the effective date of the merger shall be as follows:

William P. Van Zante	Sole Director
	President
	Secretary
	Treasurer

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, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

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 at meetings to be held on or before April 1, 2001, 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 April 1, 2001; or

(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.

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.

Attest: \_\_\_\_\_

VAN ZANTE MANAGEMENT  
COMPANY, INC.

By: \_\_\_\_\_  
William P. Van Zante, President

Attest: \_\_\_\_\_

VAN ZANTE CORPORATION

By: \_\_\_\_\_  
William P. Van Zante, President

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Van Zante Management Company, Inc.	100	Common	100
Van Zante Corporation	100	Common	100

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

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Van Zante Management Company, Inc.	100	0	Common	100	0
Van Zante Corporation	100	0	Common	100	0

7. The effective date of the merger shall be the date of the filing of these Articles of Merger.

Dated: 3-28-01

VAN ZANTE MANAGEMENT  
COMPANY, INC.

By: William P. Van Zante  
William P. Van Zante, President

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 28 day of March, 2001, by William P. Van Zante, President of Van Zante Management Company, Inc., a Florida corporation, on behalf of the corporation. William P. Van Zante has produced a drivers license as identification.

(SEAL)



Patrick F. Healy  
MY COMMISSION # CC817486 EXPIRES  
May 20, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

Patrick F. Healy  
Notary Public-State of Florida  
Commission Number: \_\_\_\_\_

Dated: 3-28-01

VAN ZANTE CORPORATION

By: William P. Van Zante  
William P. Van Zante, (President)

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 28 day of March, 2001, by William P. Van Zante, President of Van Zante Corporation, a Florida corporation, on behalf of the corporation, ~~and who~~ has produced a drivers license as identification.

(SEAL)



Patrick F. Healy  
MY COMMISSION # CC817486 EXPIRES  
May 20, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

Patrick F. Healy  
Notary Public-State of Florida  
Commission Number: \_\_\_\_\_