

Document Number Only

P95000016540

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

000002038130--7
-12/26/96--01016--007
*****35.00 *****35.00

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-12/26/96--01016--008
*****35.00 *****35.00

TAZ Investors, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ 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
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☐ After 4:30
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Availability

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Examiner

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Acknowledgment

W.P. Verifier

12/26/96

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96 DEC 26 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

TAZ INVESTORS, INC., a Florida corporation, P95000016540

INTO

TAZ INVESTORS, INC., a Nevada corporation not qualified in Florida.

File date: December 26, 1996, effective December 30, 1996

Corporate Specialist: Steven Harris

**ARTICLES OF MERGER
OF**

EFFECTIVE DATE
12-30-96

TAZ Investors, Inc., a Florida corporation
into
TAZ Investors, Inc., a Nevada corporation

FILED
96 DEC 26 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporation are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
TAZ Investors, Inc.	Florida
TAZ Investors, Inc.	Nevada

SECOND: The laws of the State of Nevada under which the foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation is the surviving corporation and complies with Section 607.1105 F.S. and the domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The Plan of Merger is attached hereto as Exhibit A and made a part hereof by this reference.

FIFTH: The effective date of the Certificate of Merger shall be at 9:00 a.m. on December 30, 1996.

SIXTH: The Plan of Merger was adopted by the sole shareholder of TAZ Investors, Inc., a Florida corporation, on the 20th day of December, 1996, and was adopted by the sole shareholder of TAZ Investors, Inc., a Nevada corporation, on the 20th day of December, 1996.

Signed this 20th day of December, 1996.

SURVIVING CORPORATION:

MERGED CORPORATION:

TAZ INVESTORS, INC., a Nevada corporation

TAZ INVESTORS, INC., a Florida corporation

By: Julie N. Kirschenbaum, President
Julie N. Kirschenbaum, President

By: Julie N. Kirschenbaum, President
Julie N. Kirschenbaum, President

**AGREEMENT OF MERGER
AND
PLAN OF REORGANIZATION**

Agreement of Merger and Plan of Reorganization dated December 20, 1996,
by and between TAZ Investors, Inc., a Florida corporation (hereinafter called "TAZ-
FL"), and TAZ Investors, Inc., a Nevada corporation (hereinafter called "TAZ-NV").

WHEREAS:

1. The Board of Directors of TAZ-FL and TAZ-NV have resolved that TAZ-FL be merged and pursuant to the General Corporation Act of the State of Florida and the General Corporation Law of the State of Nevada into a single corporation existing under the laws of the State of Nevada, to wit, TAZ-NV, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of TAZ-FL consists of 1,000 shares of Common Stock with no par value (hereinafter called "TAZ-FL Stock"), of which 100 shares are issued and outstanding;

3. The authorized capital stock of TAZ-NV consists of 1,000 shares of Common Stock with no par value (hereinafter called "TAZ-NV Stock"), of which 100 shares are issued and outstanding; and

4. The respective Boards of Directors of TAZ-FL and TAZ-NV have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Act of the State of Florida and the General Corporation Law of the State of Nevada that TAZ-FL shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Nevada, to wit, TAZ-NV, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Adoption By Shareholders; Filings; Effects of Merger

1.1 Action by Julie N. Kirschenbaum as Sole Shareholder of TAZ-FL. On or before December 20, 1996, Julie Kirschenbaum, as the sole shareholder of TAZ-FL, shall adopt this Agreement in accordance with the General Corporation Act of the State of Florida.

1.2 Action by Julie N. Kirschenbaum as Sole Shareholder of TAZ-NV. On or before December 20, 1996, Julie Kirschenbaum, as the sole shareholder of TAZ-NV, shall adopt this Agreement in accordance with the General Corporation Law of the State of Nevada.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement has been adopted by Julie N. Kirschenbaum as the sole shareholder of TAZ-FL, in accordance with the General Corporation Act of the State of Florida, (b) this Agreement has been adopted by Julie N. Kirschenbaum as the sole shareholder of TAZ-NV, in accordance with the General Corporation Law of the State of Nevada, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Nevada and Articles of Merger shall be filed in accordance with the General Corporation Act of Florida. Such filings shall be made on the same day. The Merger shall become effective on December 30, 1996, at 9:00 a.m., which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of TAZ-FL shall cease, and TAZ-FL shall be merged into TAZ-NV which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of TAZ-FL, and all and singular, the rights, privileges, powers, and franchises of TAZ-FL, and all property, real, personal, and mixed, and all debts due to TAZ-FL on whatever account, as well for stock subscriptions and all other things in action or belonging to TAZ-FL, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of TAZ-FL, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Nevada or any other jurisdiction, in TAZ-FL, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of TAZ-FL shall be preserved unimpaired, and all debts, liabilities, and duties of TAZ-FL shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of TAZ-FL or the corresponding officers of the Surviving Corporation, may, in the name of TAZ-FL, execute and deliver all such proper deeds, assignments, and other

instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all TAZ-FL's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Certificate of Incorporation; By-Laws

2.1 Certificate of Incorporation. The Certificate of Incorporation of TAZ-NV as in effect on the date hereof shall form and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.2 By-Laws. The By-Laws of TAZ-NV, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of TAZ-FL and the nature and amount of securities of TAZ-NV which the sole shareholder of TAZ-FL Common Stock is to receive in exchange for such shares are as follows:

3.1 TAZ-FL Common Stock. Each share of TAZ-FL Common Stock which shall be issued an outstanding immediately before the Effective Date shall be cancelled.

4. Miscellaneous

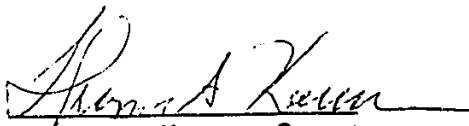
4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the sole shareholder of TAZ-FL, if the Board of Directors of TAZ-FL or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

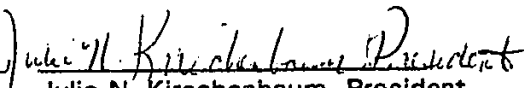
4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by TAZ Investors, Inc., a Florida Corporation, and TAZ Investors, Inc., a Nevada Corporation, all on the date first above written.

ATTEST:

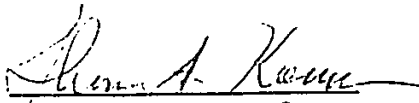
TAZ Investors, Inc., a Florida Corporation

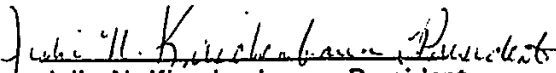

Thomas A. Korman, Secretary

By:  President
Julie N. Kirschenbaum, President

ATTEST:

TAZ Investors, Inc., a Nevada Corporation


Thomas A. Korman, Secretary

By:  President
Julie N. Kirschenbaum, President