

Document Number Only

P95000090795

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

300003084953--0

-12/30/99-01075-023

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

CORPORATION(S) NAME

Kleinert's Inc. of Florida
merging into: Kleinert's, Inc. of Alabama

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
V.F. Verifier

12/30
T. LEWIS JAN 3 2000

PLEASE RETURN EXTRA COPY(S)

RECEIVED
99 DEC 30 PM 12:34
SECRETARY OF STATE
ALABAMA
LAURA EARNES

ARTICLES OF MERGER
Merger Sheet

MERGING:

KLEINERT'S INC. OF FLORIDA, a Florida corporation, P95000090795.

INTO

KLEINERT'S, INC. OF ALABAMA, an Alabama corporation not qualified in
Florida.

File date: December 30, 1999

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
OF
KLEINERT'S, INC. OF FLORIDA
INTO
KLEINERT'S, INC. OF ALABAMA**

FILED
99 DEC 30 AM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporations Act, as amended, the undersigned corporations adopt the following Articles of Merger:

1. The Plan of Merger is as follows:

FIRST: On the Effective Date (as hereinafter defined), Kleinert's Inc. of Florida, a Florida corporation ("KF"), shall be merged (the "Merger") with and into Kleinert's, Inc. of Alabama, an Alabama corporation ("KA"), with KA continuing its corporate existence and being the surviving corporation (the "Surviving Corporation"). From and after the Merger, the corporate existence of KF will terminate, and all of its rights, privileges and immunities shall be merged with and into KA, and KA shall, as the Surviving Corporation, be fully vested therewith.

SECOND: Since all of the issued and outstanding shares of capital stock of KF and KA are owned by Kleinert's, Inc., a Pennsylvania corporation, on the Effective Date of the Merger all of the issued and outstanding shares of capital stock of KF shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.

THIRD: The Articles of Incorporation, as amended, of KA in effect immediately preceding the Effective Date shall be the Articles of Incorporation of the Surviving Corporation.

FOURTH: The By-Laws, as amended, of KA in effect immediately preceding the Effective Date shall be by the By-Laws of the Surviving Corporation.

FIFTH: The officers and directors of KA shall be the initial directors and officers of the Surviving Corporation.

SIXTH: The Merger provided for by this Plan of Merger shall become effective (the "Effective Date") on the date of filing of the appropriate certificates, articles or documents with the Florida Department of State and the Alabama Secretary of State.

SEVENTH: The proper officers of each corporation party to the Merger shall be and hereby are authorized by their respective

corporation to do all acts and things necessary and proper to effect the Merger.

2. As to each corporation party to this Merger, the sole shareholder of that corporation adopted and approved the Plan of Merger on the following dates:

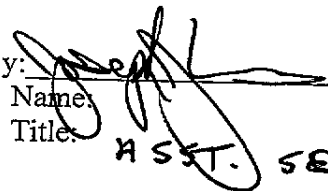
- (a) Kleinert's, Inc. of Florida — December 29, 1999.
- (b) Kleinert's, Inc. of Alabama — December 29, 1999.

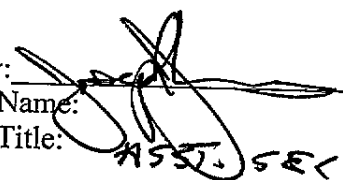
3. The effective date of the Merger shall be on the date of filing of the appropriate documents with the Florida Department of State and the Alabama Secretary of State.

Dated: December 29, 1999

KLEINERT'S, INC. OF ALABAMA

KLEINERT'S, INC. OF FLORIDA

By: 
Name: _____
Title: ASST. SEC.

By: 
Name: _____
Title: ASST. SEC.