

CAPITAL CONNECTION, INC.

100 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(904) 222-8062 • Fax (850) 222-1222

P95000091006

Janzen Enterprises, Inc.

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*****87.50 *****87.50

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01 JUL 24 AM 10:05
DIVISION OF CORPORATION

Art of Inc. File Merger

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

☒ Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

☒ Cert. Copy X2

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

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Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Signature

Requested by: SK

Name

Date

Time

Walk-In _____

Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

FAIRWAYS AVIATION, INC., a Delaware corporation not authorized to transact
business in Florida

INTO

JANZEN ENTERPRISES, INC., a Florida entity, P95000091006

File date: July 24, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 24, 2001

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: JANZEN ENTERPRISES, INC.
Ref. Number: P95000091006

We have received your document for JANZEN ENTERPRISES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature. *Please see page 4 Article IV*

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 601A00043036

RECEIVED
JUL 25 AM 11:02
DIVISION OF CORPORATIONS

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

FILED
01 JUL 24 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

JANZEN ENTERPRISES, INC., a Florida corporation, the surviving corporation, files these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and states as follows:

ARTICLE I.

A copy of the Agreement and Plan of Merger is attached and marked as Exhibit A.

ARTICLE II.

The effective date of the merger is the date on which these Articles of Merger are filed in the Office of the Secretary of State of the State of Florida.

ARTICLE III.

The Agreement and Plan of Merger was adopted by the shareholders of FAIRWAYS AVIATION, INC. on June 28, 2001. No vote of the shareholders of JANZEN ENTERPRISES, INC., was required. The Agreement and Plan of Merger was adopted by the Board of Directors of JANZEN ENTERPRISES, INC., on June 28, 2001.

IN TESTIMONY WHEREOF these Articles of Merger are executed by each corporation which is a party to the merger, this 28 day of June, 2001.

JANZEN ENTERPRISES, INC.
a Florida corporation

by: Lee M. Janzen
Lee M. Janzen, President

FAIRWAYS AVIATION, INC.
a Delaware corporation

by: Lee M. Janzen
Lee M. Janzen, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this 28 day of June, 2001, by and between FAIRWAYS AVIATION, INC., a Delaware corporation ("FAIRWAYS") and JANZEN ENTERPRISES, INC., a Florida corporation ("JANZEN"), said corporations herein sometimes referred to as the "Constituent Corporations."

FAIRWAYS is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated thereunder January 19, 1999. JANZEN is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated thereunder November 30, 1995. The Constituent Corporations were both organized under their present names, and such names have never been changed.

The authorized capitalization of FAIRWAYS consists of 1,000 shares of common stock, par value \$0.01 per share, of which 100 shares are issued and outstanding as of the date hereof.

The authorized capitalization of JANZEN consists of 1,000 shares of common stock, par value \$0.10 per share, of which 200 shares are issued and outstanding as of the date hereof.

The principal office of FAIRWAYS is located at 7512 Dr. Phillips Boulevard, Suite 50-906, Orlando, Florida 32819-5100. The principal office of JANZEN is located at 7512 Dr. Phillips Boulevard, Suite 50-906, Orlando, Florida 32819-5100.

The Board of Directors of FAIRWAYS and the Board of Directors of JANZEN deem it to the benefit and advantage of each said corporations and their respective shareholders that said corporations merge under and pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida Statutes, and the Boards of Directors of each of the Constituent Corporations, by resolution duly adopted, have approved this Agreement and Plan of Merger (sometimes herein called the "Agreement") and a majority of the directors of each has duly authorized the execution of the same, and each of said Boards of Directors have directed that the agreement be submitted to a vote of the respective shareholders of FAIRWAYS and JANZEN entitled to vote thereon at shareholder meetings called separately for the purpose, among others, of considering approval of the Agreement, except to the extent that any such vote of shareholders of JANZEN shall be excused pursuant to Section 607.1103(7) of the Florida Statutes.

In consideration of the foregoing and mutual agreements herein set forth, the parties hereto agree that in accordance with the provisions of Sections 607.1101 *et seq.* of the Florida Statutes, FAIRWAYS shall be merged with and into JANZEN and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.



SECTION I.

Except as herein specifically set forth, the corporate existence of JANZEN, and all its purposes, powers, and objects, shall continue in effect unimpaired by the merger, and the corporate identity and existence, and all the purposes, powers, and objects of FAIRWAYS shall be merged into JANZEN and JANZEN, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of FAIRWAYS shall cease as soon as the merger shall become effective as herein provided, and thereupon FAIRWAYS and JANZEN shall be a single corporation, to wit: JANZEN (the "Surviving Corporation"). This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the shareholders of the Constituent Corporations as provided in SECTION XI hereof. Upon such adoption, that fact shall be certified upon the Agreement by the Secretary or Assistant Secretary of each of the Constituent Corporations, under the seals thereof. Thereupon, in accordance with Section 607.1105 of the Florida Statutes, Articles of Merger shall be filed in the Office of the Secretary of State of the State of Florida, and a Certificate of Merger shall be filed in the Office of the Secretary of State of the State of Delaware.

The merger shall become effective when the necessary filings shall have been accomplished in the Office of the Secretary of State of the State of Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger."

SECTION II.

Upon the effective date of the merger, the Articles of Incorporation of JANZEN, as hereinafter amended, shall be the Articles of Incorporation of the Surviving Corporation. Said Articles of Incorporation are made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

SECTION III.

Upon the effective date of the merger, the Bylaws of JANZEN shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed in accordance with law, the Articles of Incorporation, and said Bylaws.

SECTION IV.

Upon the effective date of the merger, every corporation party to the merger merges into the Surviving Corporation, and the separate existence of every corporation party to the merger other than the Surviving Corporation ceases. The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the Surviving Corporation without reversion or impairment. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger. Any claim

existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation which ceased existence. Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by the merger. The Articles of Incorporation of the Surviving Corporation are amended to the extent set forth in this Agreement. The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the merger that are to be converted into shares, rights, obligations, or other securities of the Surviving Corporation or any other corporation or into cash or other property are converted, and the former holders of the shares are entitled only to the rights provided in the articles of merger or to their rights under Section 607.1302 of the Florida Statutes.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary or desirable to vest, perfect, or confirm of record in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights of the Surviving Corporation, and otherwise to carry out the provisions hereof.

SECTION V.

The number of shares which the Surviving Corporation shall have the authority to issue shall be 1,000 shares of common stock, par value \$0.10 per share.

SECTION VI.

Upon the effective date of the merger, each issued and outstanding share of Common Stock of FAIRWAYS, par value \$0.01 per share, shall be and become converted into one (1) fully paid and nonassessable share of common stock, par value \$0.10 per share, of the Surviving Corporation. Outstanding certificates representing shares of common stock of FAIRWAYS shall thenceforth represent the number of shares of common stock of the Surviving Corporation into which such shares of common stock shall be and become converted into pursuant to this Agreement and Plan of Merger, and the holder thereof shall be entitled to precisely the same rights he or she would enjoy if he or she held certificates issued by the Surviving Corporation for the number of shares of common stock of the Surviving Corporation to which he or she is entitled pursuant to this Agreement and Plan of Merger. Upon the surrender of any such certificate to the Surviving Corporation at its principal office, the transferee or other holder of the certificates surrendered shall receive in exchange therefor a certificate or certificates of the Surviving Corporation in accordance with his or her interest. Upon the effective date of the merger, each outstanding option or right to purchase or otherwise acquire shares of common stock of FAIRWAYS shall be converted, upon the merger becoming effective, into and become an option or right to purchase or otherwise acquire the

number of shares of common stock of the Surviving Corporation into which such shares of common stock of FAIRWAYS shall be and become converted into pursuant to this Agreement and Plan of Merger on the same terms and conditions, and, in connection therewith, a sufficient number of shares of common stock of the Surviving Corporation shall be reserved for issuance by the Surviving Corporation in order to give full effect to such option or right.

SECTION VII.

In order to perfect the merger, the Articles of Incorporation of JANZEN are hereby amended as follows:

ARTICLE I

The name of the corporation is JANZEN ENTERPRISES, INC.

ARTICLE II

The street address of the principal office of the corporation is 7512 Dr. Phillips Boulevard, Suite 50-906, Orlando, Florida 32819-5100, and the mailing address of the corporation is 7512 Dr. Phillips Boulevard, Suite 50, PMB 906, Orlando, Florida 32819-5100.

ARTICLE III

The corporation is authorized to issue one thousand (1,000) shares of ten cent (\$0.10) par value common stock.

ARTICLE IV

The street address of the corporation's registered office is 5300 South Florida Avenue, Lakeland, Florida 33813, and the name of its registered agent at that address is JOHN F. WENDEL.

SECTION VIII.

Upon the effective date of the merger, each share of the common stock of JANZEN, par value \$0.10 per share, outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of the Surviving Corporation. Each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger shall hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. Outstanding certificates representing shares of common stock of JANZEN shall thenceforth represent the same number of

shares of common stock of the Surviving Corporation, and the holder thereof shall be entitled to enjoy precisely the same rights he or she would enjoy if he or she held certificates issued by the Surviving Corporation. Upon surrender of any such certificate to the Surviving Corporation at its principal office, the transferee or other holder of the certificates surrendered shall receive in exchange therefor a certificate or certificates of the Surviving Corporation. Upon the effective date of the merger, each outstanding option or right to purchase or otherwise acquire shares of common stock of JANZEN shall remain, upon the merger becoming effective, an option or right to purchase or otherwise acquire the same number of shares of common stock of the Surviving Corporation on the same terms and conditions, and, in connection therewith, the same number of shares of common stock of the Surviving Corporation shall be reserved for issuance by the Surviving Corporation as were reserved by JANZEN immediately prior to the merger.

SECTION IX.

The officers and directors of JANZEN at the effective date of the merger shall serve as the officers and directors of the Surviving Corporation, until their respective successors shall have been elected and shall qualify or as otherwise provided in the Bylaws of the Surviving Corporation.

If, on or after the effective date of the merger, a vacancy shall exist on the Board of Directors of the Surviving Corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

SECTION X.

All corporate acts, plans, policies, approvals, and authorizations of FAIRWAYS, its shareholders, Board of Directors, committees, elected or appointed by the Board of Directors, officers, and agents, which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on FAIRWAYS. Without limiting the generality of the foregoing, any and all stock options, pensions, and profit-sharing plans of FAIRWAYS, all as amended and in effect immediately prior to the merger becoming effective, and any and all options and rights thereunder, shall be continued by the Surviving Corporation, which shall be substituted for FAIRWAYS. Such merger shall not, in itself, effect any other change in such plans, options, or rights. The employees of FAIRWAYS shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of FAIRWAYS immediately prior to the merger. It is intended that the transaction described herein qualifies as a reorganization within the definition of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

SECTION XI.

This Agreement and Plan of Merger shall be submitted to the shareholders of each of the Constituent Corporations as provided by Section 607.1103 of the Florida Statutes. There shall be required for the adoption of this Agreement by each of the Constituent Corporations the affirmative vote of the holders of at least a majority of the capital stock outstanding, except that if the conditions set forth in Section 607.1103(7) of the Florida Statutes are met, no vote of the shareholders of JANZEN shall be required for the adoption of this Agreement. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the Constituent Corporations to be necessary to effect such merger.

SECTION XII.

This Agreement and the merger may be terminated and abandoned by resolutions of the Boards of Directors of FAIRWAYS and JANZEN prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this SECTION XII, this Agreement shall become void and of no further effect without any liability on the part of either of the Constituent Corporations or its shareholders or the directors or officers in respect thereof.

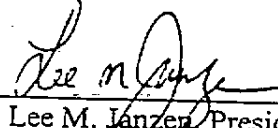
SECTION XIII.

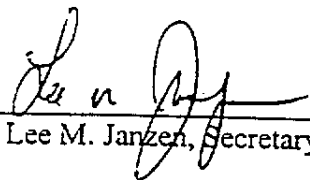
This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party to this Agreement and Plan of Merger, pursuant to authority duly given by its respective Board of Directors, has caused these presents to be executed on its behalf by its President, and its corporate seal to be hereunto affixed and attested to by its Secretary as of the day and year first above written.

FAIRWAYS AVIATION, INC.
a Delaware corporation

(CORPORATE SEAL)

by: 
Lee M. Janzen, President

ATTEST: 
Lee M. Janzen, Secretary

JANZEN ENTERPRISES, INC.
a Florida corporation

(CORPORATE SEAL)

by: Lee M. Janzen
Lee M. Janzen, President

ATTEST: Lee M. Janzen
Lee M. Janzen, Secretary

CERTIFICATE OF ADOPTION

I, Lee M. Janzen, the duly elected and qualified secretary of FAIRWAYS AVIATION, INC., a Delaware corporation, do hereby certify that the foregoing Agreement and Plan of Merger was adopted by the shareholders of FAIRWAYS AVIATION, INC., a Delaware corporation, on June 28, 2001.

WITNESS my hand and the seal of the corporation this 28 day of June, 2001.

(CORPORATE SEAL)

Lee M. Janzen
Lee M. Janzen, Secretary, of
FAIRWAYS AVIATION, INC.

CERTIFICATE OF ADOPTION

I, Lee M. Janzen, the duly elected and qualified Secretary of JANZEN ENTERPRISES, INC., a Florida corporation, do hereby certify that the foregoing Agreement and Plan of Merger was adopted by the Board of Directors of JANZEN ENTERPRISES, INC., a Florida corporation, on June 28, 2001, and that, pursuant to Section 607.1103(7), of the Florida Statutes, and SECTION XI of the Agreement and Plan of Merger, no vote of the shareholders of JANZEN ENTERPRISES, INC., a Florida corporation, is required.

WITNESS my hand and the seal of the corporation this 28 day of June, 2001.

(CORPORATE SEAL)

Lee M. Janzen
Lee M. Janzen, Secretary, of
JANZEN ENTERPRISES, INC.

**ADDENDUM TO AGREEMENT AND PLAN
OF MERGER DATED JUNE 28, 2001, BY AND BETWEEN
FAIRWAYS AVIATION, INC., A DELAWARE CORPORATION,
AND JANZEN ENTERPRISES, INC., A FLORIDA CORPORATION**

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOHN F. WENDEL, having been named to serve as registered agent for JANZEN ENTERPRISES, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with and accept the obligations of such office.

DATED this 24th day of July, 2001.



JOHN F. WENDEL
Registered Agent

FILED
01 JUL 24 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA