

P9600000 9207

Robert L. Underwood /
CARL A. BERTOCH

Requestor's Name

537 East Park Avenue

Address

Tallahassee, FL 32301 904/222-2563

City/State/Zip

Phone #

200002433642--0

-02/18/98--01010--005

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. COVINGTON MARKETING MANAGEMENT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☒ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

300002464483--0

-03/23/98--01007--005

*****35.00 *****35.00

FILED
98 MAR 19 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL MAR 19 1998

Examiner's Initials

ROBERT L. UNDERWOOD
LAW OFFICES

Robert L. Underwood, III*
John A. Swanson†
Carl A. Bertoch ‡, Of Counsel

1250 24th Street, N.W. Suite 300
Washington, D.C. 20037
Tel:(202)835-1684/Fax:(202)466-3079

537 East Park Avenue
Tallahassee, FL 32301
Tel:(904)224-7040/Fax:(904)224-2406

* Licensed in D.C. and Florida only
† Licensed in NC only
‡ Licensed in Florida & Ohio only

Pager: (800)386-7089
Main Tel: (800) 686-1615
Main Fax: (919)781-9663
Voice Mail (919)990-2662
Mobile: (407)341-1565
E-Mail:RLULAW@AOL.COM

March 18, 1998

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Covington Marketing Management, Inc.

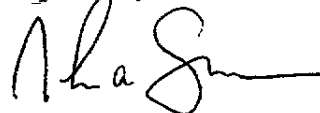
Dear Secretary of State:

Enclosed are the resubmitted Articles and Plan of Merger for Covington Marketing Management, Inc. along with the letter from your office and the balance due of \$35. After filing please return the enclosed copy stamped "filed" in the attached self addressed stamped envelope to:

Robert L. Underwood
3900 City of Oaks Wynd
Raleigh, NC 27612

Thank you for your assistance.

Respectfully submitted,


John A. Swanson

FILED
93 MAR 19 PM 8:33
DIVISION OF CORPORATIONS

*(CHECK ATTACHED TO NEXT PAGE)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1998

ROBERT L. UNDERWOOD, ESQ.
3900 CITY OF OAKS WYND
RALEIGH, NC 27612

SUBJECT: COVINGTON MARKETING MANAGEMENT, INC.
Ref. Number: P96000009207

We have received your document for COVINGTON MARKETING MANAGEMENT, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 198A00010163



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

Florida Department of State, Sandra B. Mortham, Secretary of State

CORPORATIONS BASIC FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Certified Copy of any record	\$52.50
Reinstatement	\$175.00
Annual Report	\$61.25
plus Supplemental Fee of	\$138.75
Articles of Correction	\$35.00
Revocation of Dissolution	\$35.00
Dissolution & Withdrawal	\$35.00
Amendment of any record	\$35.00
Certificate of Status	\$8.75
Name Reservation	
(120 day non-renewable)	\$35.00
Foreign Name Registration	\$87.50
Foreign Name Renewal	\$87.50
Merger	\$35.00 for each party
Substitute Service of process	
(Chapter 48)	\$8.75
Registered Agent Change	\$35.00
Registered Agent Resignations	
Active Corporations	\$87.50
Inactive Corporations	\$35.00
Resignation of Officer/Director	\$35.00
Trade & Service Marks	\$87.50 per class
Trade & Service Marks Renewals	\$87.50 per class
Trade & Service Mark Assignments	\$50.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

COVINGTON MARKETING MANAGEMENT, INC., a Florida corporation,
P96000009207

INTO

COVINGTON MARKETING MANAGEMENT, INC., a North Carolina corporation
not qualified in Florida.

File date: March 19, 1998

Corporate Specialist: Thelma Lewis

FILED
98 MAR 19 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF

COVINGTON MARKETING MANAGEMENT, INC., A FLORIDA CORPORATION
INTO
COVINGTON MARKETING MANAGEMENT, INC. A NORTH CAROLINA
CORPORATION

Covington Marketing Management, Inc. (the "surviving corporation") a corporation organized under the law of North Carolina hereby submits these Articles of merger for the purpose of merging Covington Marketing Management, Inc. (the "merging corporation") a corporation organized under the law of Florida, into the surviving corporation:

I. The following Plan of Merger was duly approved in the manner prescribed by law by the shareholders of each corporation participating in the merger.

PLAN OF MERGER

A. Corporations Participating in Merger.

Covington Marketing Management, Inc., a Florida Corporation (the "Merging Corporation") will merge into Covington Marketing Management, Inc., a North Carolina Corporation (the "Surviving Corporation").

B. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have the name "Covington Marketing Management, Inc."

C. Merger.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporation existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. Merging Corporation. Each outstanding share of the Merging Corporation will be converted into and exchanged for shares of the Surviving Corporation on a share for share basis such that each share of the Merging Corporation shall be exchanged for one share of the Surviving Corporation.

3. Fractional Shares. No fractional shares will be issued. Any shareholder of the Merging Corporation who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.

4. Surrender of Share Certificates. Each holder of a certificate representing shares to be converted or exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares to which he is entitled under this Plan. Until so surrendered, each outstanding certificate that prior to the Effective Time represented shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under the Plan.

E. Abandonment.

After approval of this Plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's becoming effective, the board of director's of the Surviving Corporation may, in their discretion, abandon the merger.

II. As to each of the corporations participating in the merger, the designation and number of shares outstanding of, and the number of votes entitles to be cast by, each voting group entitled to vote separately on such Plan were as follows:

<u>Name of Corporation</u>	<u>Designation of Voting Group</u>	<u>Number of Shares Outstanding</u>	<u>Number of Votes Entitled to be Cast</u>
Covington Marketing Management, Inc., A Florida Corporation	Common	100	100

Covington Marketing Management,
Inc.,

A North Carolina Corporation

Common

100

100

III. As to each of the voting groups of the corporations participating in the merger, the total number of votes cast for and against such Plan were as follows:

<u>Name of Corporation</u>	<u>Voting Group</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Covington Marketing Management, Inc., A Florida Corporation	Common	100	0
Covington Marketing Management, Inc., A North Carolina Corporation	Common	100	0

The number of votes cast for such Plan by each voting group was sufficient for approval by that voting group.

IV. The merger will become effective at 2:30 o'clock PM .M. on Jul 13, 1998.

Covington Marketing Management, Inc., A North Carolina Corporation

By: Robert M. Covington Jr.

Covington Marketing Management, Inc., A Florida Corporation

By: Robert M. Covington Jr.

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
COVINGTON MARKETING MANAGEMENT, INC.**

Pursuant to the authority contained in the Florida Business Corporation Act, the undersigned directors and shareholders of COVINGTON MARKETING MANAGEMENT, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: February 13 1998

Robert Covington
Robert Covington

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
COVINGTON MARKETING MANAGEMENT, INC.**

Pursuant to the authority contained in the North Carolina Business Corporation Act, the undersigned directors and shareholders of COVINGTON MARKETING MANAGEMENT, INC., a North Carolina corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: February 13 1998

Robert Covington
Robert Covington