

Document Number Only

P96000018919

FILED
96 FEB 29 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

100001728431
-02/29/96--01082--011
*****70.00 *****70.00

AARL Inc.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

2/29/96

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
AARL INC.

FILED
96 FEB 29 PM 4:19
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: AARL INC.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

140 Intracoastal Pointe Drive, Suite 404, Jupiter, FL 33477

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 10,000

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

SERIES	RELATIVE RIGHTS	PREFERENCES

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the board to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the corporation's unissued shares upon the board's decision to issue them.

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

N/A

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS one, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

MARK A. EMALFARB
140 Intracoastal Pointe Drive, Suite 404
Jupiter, FL 33477

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Michael A. Turano

208 S. LaSalle Street, Chicago, Ill 60604

Mary J. Janiszewski

208 S. LaSalle Street, Chicago, Ill 60604

Kathleen A. Rake

208 S. LaSalle Street, Chicago, Ill 60604

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 28th DAY OF FEBRUARY, 1996

Michael A. Turano
SIGNATURE/TITLE
INCORPORATOR

Mary Janiszewski
SIGNATURE/TITLE
INCORPORATOR

Kathleen A. Rake
SIGNATURE/TITLE
INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED 2/28, 1996

CT CORPORATION SYSTEM

BY Jeffrey R. Graves
JEFFREY R. GRAVES
(TYPE NAME OF OFFICER)

ASSISTANT SECRETARY
(TITLE OF OFFICER)

P96000018919

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**ANTARCTIC AMALGAMATED RESOURCES LIMITED, INC., a Colony of
Montserrat, West Indies corporation, F95000005633**

INTO

AARL INC., a Florida corporation, P96000018919.

File date: October 17, 1996

Corporate Specialist: Darlene Connell

P96000018919

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
96 OCT 17 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700001578507-18
-10/17/96--01029--022
***\$70.00 ***\$70.00

Antartic Amalgamated Resources Limited

Merging into - AARL Inc.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☐ 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
W.P. Verifier

CR2E031 (1-89)

10/17

Merger

10/17/96

DC

RECEIVED
96 OCT 17 AM 11:01
DIVISION OF CORPORATION

FILED
JUN 17 PM 2:13
U.S. DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA
Florida Business

FILED
OCT 17 PM 2

BUSINESS

the states

lon .

oration is)

th below)
with the

The plan of merger may set forth:

(4) Amendments to, or a restatement of the articles of incorporation of the surviving corporation; and

(5) Other provisions relating to the merger.)

FIFTH: The effective date of the certificate of merger shall be the _____ day of _____ 19 _____.

(NOTE: The effective date of the merger may be on or after the date of filing the certificate. If the articles of merger do not provide for an effective date of the merger, then the effective date shall be the date on which the articles of merger are filed.)

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

SEVENTH: The plan of merger was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of ANTARCTIC AMALGAMATED RESOURCES LIMITED on (Name of merged corporation) the 6th day of March, 19 96, and was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of AARL INC. on (Name of surviving corporation) the 6th day of March, 19 96.

Signed this 6th day of March, 19 96.

AARL INC.

(Name of surviving corporation)

By

(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

MARK A. EMALFAR

(Name)

President

(Title)

ANTARCTIC AMALGAMATED RESOURCES LIMITED

(Name of merged corporation)

By

(Chairman or Vice Chairman of the Board
of Directors, or President or another officer)

MARK A. EMALFARD

(Name)

President

(Title)

PLAN AND AGREEMENT OF MERGER
OF
ANTARCTIC AMALGAMATED RESOURCES LIMITED
(a Montserrat private company)
AND
AARL INC.
(a Florida corporation, United States of America)

THIS PLAN AND AGREEMENT OF MERGER is entered into between ANTARCTIC AMALGAMATED RESOURCES LIMITED, a private company limited by shares, incorporated under The International Business Companies Ordinance, Number 19, of the Colony of Montserrat, West Indies ("Terminating Corporation"), and AARL INC., a corporation organized under the laws of the state of Florida, United States of America ("Surviving Corporation").

WHEREAS, the share capital of the Terminating Corporation is \$50,000.00 United States currency, divided into 50,000 shares of \$1.00 each, of which Two (2) shares are issued and outstanding prior to said merger; and

WHEREAS, the total number of shares of stock which the Surviving Corporation has authority to issue is Ten Thousand (10,000) common shares, of which Two (2) shares are issued and outstanding prior to said merger; and

WHEREAS, the said International Business Companies Ordinance, 1985, permits one or more companies incorporated under that Ordinance to merge or consolidate with one or more companies incorporated under the laws of jurisdictions outside Montserrat; and

WHEREAS, the Florida Business Corporation Act permits one or more foreign corporations to merge or enter into a share exchange with one or more Florida corporations; and

WHEREAS, the respective Boards of Directors of Terminating Corporation and Surviving Corporation deem it advisable and to the advantage, welfare, and best interests of both the Terminating Corporation and the Surviving Corporation and their respective members and stockholders, to merge Terminating Corporation with and into Surviving Corporation pursuant to the applicable laws of Montserrat and Florida, and upon the terms and conditions hereinafter set forth:

1. Terminating Corporation shall be and it is hereby merged into Surviving Corporation.

2. This Agreement shall become immediately effective upon compliance with the laws of the Colony of Montserrat and the state of Florida, the time of effectiveness being hereinafter called the Effective Date.

3. The Surviving Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the state of Florida, but the separate corporate existence of the Terminating Corporation shall cease forthwith upon the Effective Date.

4. The Articles of Incorporation of Surviving Corporation as in effect on the date hereof shall continue to be the Articles of Incorporation of said Surviving Corporation until further amended and changed pursuant to the provisions of the Florida Business Corporation Act.

5. The present By-Laws of the Surviving Corporation will be the By-Laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

6. The directors and officers in office of the Surviving Corporation at the Effective Date of the merger shall constitute all of the members of the Board of Directors and all of the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

7. Each issued share of the Terminating Corporation shall, on the Effective Date of the merger, be exchanged for Four Hundred Ninety-Nine (499) shares of the Surviving Corporation, and the original shares of the Terminating Corporation shall be cancelled and retired, and all rights in respect thereof shall cease.

8. Terminating Corporation and Surviving Corporation agree that they will cause to be executed and filed of record any document or documents prescribed by either the laws of the Colony of Montserrat or the laws of the state of Florida, and that they will cause to be performed all necessary acts within the laws of the Colony of Montserrat and within the laws of the state of Florida, and elsewhere, to effectuate the merger, as provided herein.

9. The respective Presidents of Terminating Corporation and Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or the merger, as provided herein.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed on behalf of Terminating Corporation and Surviving Corporation, respectively, as of March 8, 1990.

ANTARCTIC AMALGAMATED RESOURCES
LIMITED, a Montserrat private company

By: 
MARK A. EMALFARB, President

Attest:

By: 
MARK A. EMALFARB, Secretary

AARL INC., a Florida corporation

By: 
MARK A. EMALFARB, President

Attest:

By: 
MARK A. EMALFARB, Secretary