

PA6000096964

KREKSTEIN, WOLFSON, MUSTIN & WHITE, LLC

ATTORNEYS AT LAW

1600 MARKET STREET
34TH FLOOR
PHILADELPHIA, PA 19103

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Vickie I. Simon, Esq.

(215) 751-2500
Fax: (215) 751-2529

Vickie I. Simon
(215) 751-2500

November 19, 1996

VIA UPS OVERNIGHT

Division of Corporations
Florida Department of State
George Firestone Building
409 E. Gaines Street
Tallahassee, FLA 32399

700002012957--6
-11/22/96--01105--018
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION

Dear Department Representative:

I am enclosing the following documents in connection with the incorporation of BoPete, Inc., a Florida corporation:

1. Original executed Articles of Incorporation ("Articles");
2. A check in the amount of \$70, made payable to the Florida Department of State; and,
3. Two (2) copies of the Articles.

Upon filing, please date-stamp the two (2) copies of the Articles and return them to my attention in the enclosed, self-addressed stamped envelope provided for your convenience.

Thanking you in advance for your cooperation.

Very truly yours,

Vickie Simon

Vickie I. Simon

VIS:sjr
Enclosures

FILED
96 NOV 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AK 11/22

**ARTICLES OF INCORPORATION
OF
BOPETE, INC.**

FILED
96 NOV 22 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

1. The name of the corporation is **BOPETE, INC.** (the "Corporation").
2. The street address of the initial principal office of the Corporation is:
25400 US Highway 19 N
Clearwater, FLA 34623

The mailing address is:

c/o Vickie Simon, Esquire
Krekstein, Wolfson, Mustin & White, LLC
1600 Market Street
34th Floor
Philadelphia, PA 19103

3. The Corporation shall have the authority to issue One Thousand (1,000) shares of common stock, par value \$0.00 per share.

4. The name and street address of the initial registered agent of the Corporation is:
Peter J. Wood
25400 US Highway 19 N
Clearwater, FLA 34623

5. The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

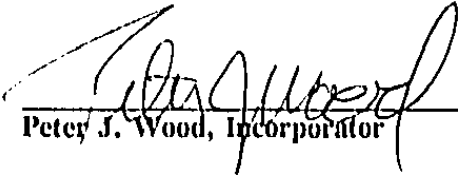
<u>Name</u>	<u>Address</u>
Peter J. Wood	55 Crosby Brown Road Gladwyne, PA 19035
Robert D. Pinsky	12 Slab Branch Court Marlton, NJ 08053

6. The name and address of the person signing these articles of incorporation is:

Peter J. Wood 55 Crosby Brown Road
Gladwyne, PA 19035

7. The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

8. **IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 19th day of November, 1996.



Peter J. Wood, Incorporator

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96 NOV 22 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **BOPETE, INC.**
2. The name and address of the registered agent and office is:

Peter J. Wood
25400 US Highway 19 N
Clearwater, FLA 34623

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: Nov 19, 1996


Peter J. Wood

P 96 000096964

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BOPETE, INC., a New Jersey corporation not qualified in the State of Florida

INTO

BOPETE, INC., a Florida corporation, P96000096964.

File date: December 6, 1996

Corporate Specialist: Darlene Connell

Document Number Only

P96000096964

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

500002023045--9
-12/09/96--01008--007
*****35.00 *****35.00

500002023045--9
-12/09/96--01008--008
*****35.00 *****35.00

Bopete, Inc.

Merged into:

Bopete, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ 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

☐ 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

12/6/96

Merger

12/9/96

DC

CR2E031 (1-89)

RECEIVED
86
DIVISION OF
CORPORATION
JAN-6 PM 3:56

ARTICLES OF MERGER
OF
BOPETE, INC.
(a New Jersey corporation)

IN AND TO

BOPETE, INC.
(a Florida corporation)

FILED
96 DEC - 6 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

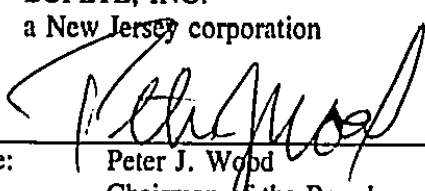
1. BoPete, Inc., a New Jersey corporation ("Disappearing Corporation"), shall be merged with and into BoPete, Inc., a Florida Corporation ("Surviving Corporation"), which shall be the surviving corporation.

2. The merger shall become effective on the earlier of: (a) the day that both these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of New Jersey or, (b) December 31, 1996 (the "Effective Time").

3. The Agreement and Plan of Merger dated December 2, 1996, pursuant to which the Disappearing Corporation shall be merged with and into the Surviving Corporation (the "Merger"), was adopted by all of the shareholders of the Disappearing Corporation by written consent dated December 2, 1996, and by all of the shareholders of the Surviving Corporation, by written consent dated December 2, 1996, and is attached hereto as Exhibit "A".

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of 12/2, 1996.

BOPETE, INC.
a New Jersey corporation

By: 
Name: Peter J. Wood
Title: Chairman of the Board

BOPETE, INC.
a Florida corporation

By: 
Name: Peter J. Wood
Title: Chairman of the Board

EXHIBIT A

PLAN AND AGREEMENT OF REORGANIZATION
BY MERGER OF

BOPETE, INC.
A NEW JERSEY CORPORATION

WITH AND INTO

BOPETE, INC.
A FLORIDA CORPORATION

UNDER THE NAME OF
BOPETE, INC.

This is a Plan and Agreement of Merger (the "Agreement") dated December 2, 1996, between BOPETE, INC., a New Jersey corporation (the "Disappearing Corporation"), and BOPETE, INC., a Florida corporation (the "Surviving Corporation"). In consideration of the mutual covenants herein, and intending to be legally bound hereby, the parties agree as follows:

ARTICLE 1 PLAN OF MERGER.

1.01 Plan of Merger. A Plan of Merger of the Disappearing Corporation and the Surviving Corporation, pursuant to the provisions of the Florida Business Corporation Act and Chapter 10 of the New Jersey Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

(a) The Disappearing Corporation shall be merged with and into the Surviving Corporation, which shall continue as the Surviving Corporation and exist and be governed by the laws of the State of Florida. The terms and conditions of the merger, the mode of carrying the same into effect, the manner of converting the shares of capital stock of the Disappearing Corporation into shares of the capital stock of the Surviving Corporation and all other provisions deemed desirable in connection therewith are set forth in this Plan of Merger.

(b) At the Effective Date, (as defined below), the separate existence of the Disappearing Corporation shall cease. The Surviving Corporation shall succeed, without other transfer, to all of the rights, privileges, powers, franchises and property of the Disappearing Corporation and shall be subject to all the liabilities of the Disappearing Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(c) The Surviving Corporation will carry on business with the assets of the Disappearing Corporation, as well as with the assets of the Surviving Corporation.

(d) The shareholders of the Disappearing Corporation will surrender all of their shares in the manner hereinafter set forth.

(e) In exchange for the shares of the Disappearing Corporation, surrendered by its shareholders, the Surviving Corporation will issue and transfer to these shareholders, on the basis set forth in Article 2 below, shares of its common stock.

(f) The shareholders of the Surviving Corporation will retain their shares as shares of the Surviving Corporation.

(g) The corporate existence, registered office in Florida, Certificate of Incorporation and By-laws of the Surviving Corporation, as existing on the effective date of the merger, shall continue in full force until altered, amended, or repealed as provided in the Certificate, By-laws or as provided by law.

(h) Upon the Effective Date, the stock transfer books of the Disappearing Corporation shall be and shall be deemed to be closed and no transfer of shares of the common stock of the Disappearing Corporation shall thereafter be made, effected or consummated.

1.02 Effective Date. The effective date of the merger (the "Effective Date") shall be upon the earlier of the filing of the Articles of Merger, or, December 31, 1996.

ARTICLE 2 MANNER OF CONVERTING SHARES.

2.01 Manner. On the Effective Date or as promptly thereafter as possible, the holders of shares of the Disappearing Corporation shall surrender all such shares to the Secretary of the Surviving Corporation, in exchange for shares of the Surviving Corporation to which they are entitled under this Article 2. All shares of common stock of the Surviving Corporation so issued shall be deemed to be duly and validly issued, fully paid and non-assessable.

2.02 Basis. On the Effective Date, each issued and outstanding share of common stock of the Disappearing Corporation shall be converted into one share of common stock of the Surviving Corporation.

2.03 Shares of Survivor. The merger shall not affect the issued or outstanding shares of capital stock of the Surviving Corporation and the number of authorized shares of the Surviving Corporation shall be unaffected by the merger.

ARTICLE 3 DIRECTORS AND OFFICERS.

3.01 Directors and Officers of Survivor. The directors and officers of the Surviving Corporation shall, upon the Effective Date, continue to serve as directors and officers of the Surviving Corporation until the next annual meeting or until their successors are elected and qualified. If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the Effective Date of the merger, the vacancy may be filled by the shareholders as provided in the By-laws of the Surviving Corporation. The Board of Directors of the Surviving Corporation may elect or appoint additional officers as it deems necessary.

ARTICLE 4 TERMINATION.

4.01 Termination. This Agreement may be terminated and the merger abandoned at any time prior to the Effective Date, whether before or after the approval thereof by the shareholders or the Board of Directors of the Disappearing Corporation or the Surviving Corporation.

ARTICLE 5 MISCELLANEOUS.

5.01 Counterparts. Any number of counterparts of this Agreement may

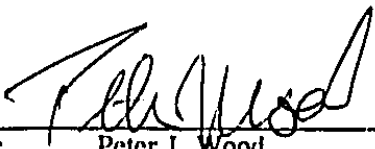
be executed, each of which shall be deemed to be an original, but all of which taken together shall constitute but one instrument.

5.02 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the contemplated transaction.

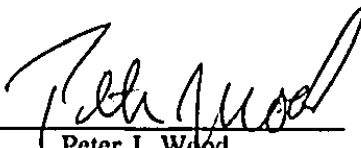
5.03 Controlling Law. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of New Jersey and the State of Florida.

IN WITNESS WHEREOF, the parties have caused this Plan and Agreement of Merger to be executed under their respective corporate seals and signed by their duly authorized officers.

BOPETE, INC.
a New Jersey corporation

By: 
Name: Peter J. Wood
Title: Chairman of the Board

BOPETE, INC.
a Florida corporation

By: 
Name: Peter J. Wood
Title: Chairman of the Board

COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF *Philadelphia* : SS
:

On this *24th* day of *December*, 1996, before me, the undersigned, a Notary Public in and for said Commonwealth personally appeared **PETER J. WOOD**, as Chairman of the Board of BoPete, Inc., a New Jersey corporation, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the Plan and Agreement of Merger and this Certificate of Merger, on behalf of BoPete, Inc. and acknowledged to me that he executed the same.

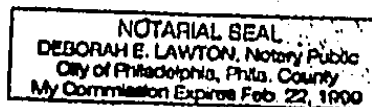
Witness my hand and official seal.

Sworn to and subscribed before me
this *24th* day of *December*, 1996

Deborah E. Lawton

Notary Public

My Commission Expires:



COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF *Philadelphia* : SS
:

On this *2nd* day of *December*, 1996, before me, the undersigned, a Notary Public in and for said Commonwealth personally appeared **PETER J. WOOD**, as Chairman of the Board of BoPete, Inc., a Florida corporation, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the Plan and Agreement of Merger and this Certificate of Merger on behalf of BoPete, Inc. and acknowledged to me that he executed the same.

Witness my hand and official seal.

Sworn to and subscribed before me
this *2nd* day of *December*, 19*96*

Deborah E. Lawton

Notary Public

My Commission Expires:

