

LEXIS DOCUMENT SERVICES
P96 000000004
ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: 1256048-1
(SUB ACCT.)

DATE: 3-17

800002114718--8

REQUESTER NAME: LEXIS DOCUMENT SERVICES

ADDRESS: P.O. BOX 2969
SPRINGFIELD, ILLINOIS 62708

CONTACT NAME: CYNTHIA WOODYARD (904) 877-7296

CORPORATION NAME: Dowling Park Corporation
Merger

AUTHORIZATION: C. Woodyard

☐ CERTIFIED COPY (1-9)
☐ CERTIFICATE OF STATUS (1-9)
☒ PLAIN STAMPED COPY

N. HENDRICKS MAR 17 1997

() CALL WHEN READY () CALL IF PROBLEM () AFTER 4:30
☒ WALK IN () WILL WAIT () PICK-UP
() MAIL OUT (IF APPLICABLE)

800-334-9733

FILED
97 MAR 17 PM 1:59
SEALING DIVISION
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 17 AM 10:45
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ANNA BELLE CORPORATION, A NONQUALIFIED MAINE CORPORATION.

INTO

DOWLING PARK CORPORATION, a Florida corporation, P96000100004.

File date: March 17, 1997

Corporate Specialist: Nancy Hendricks

Account number: FCA000000005

Account charged: 70.00

**CERTIFICATE OF MERGER
OF ANNA BELLE CORPORATION,
A MAINE CORPORATION, INTO DOWLING PARK CORPORATION,
A FLORIDA CORPORATION,
UNDER SECTION 607.1101 OF THE BUSINESS CORPORATION ACT**

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to Section 607.1101 of the Florida Business Corporation Act, the undersigned constituent corporations do hereby make the following Certificate of Merger,

1. The Plan of Merger ("Plan") is attached hereto as Exhibit A.

2. The names of each constituent corporation are:

- a) Anna Belle Corporation, a Maine corporation; and
- b) Dowling Park Corporation, a Florida corporation.

3. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan as to each constituent corporation is as follows.

Anna Belle Corporation:

<u>Share Class</u>	<u>Series</u>	<u>Shares Outstanding</u>	<u>Votes Entitled to be Cast</u>
Common	N/A	100	100

Dowling Park Corporation:

<u>Share Class</u>	<u>Series</u>	<u>Shares Outstanding</u>	<u>Votes Entitled to be Cast</u>
Common	N/A	100	100

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97 MAR 17 PM 1:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The total number of votes cast for and against the Plan by each voting group entitled to vote separately on the Plan is as follows:

Anna Belle Corporation:

<u>Voting Group</u>	<u>Votes For</u>	<u>Votes Against</u>
Common	100	0

Dowling Park Corporation:

<u>Voting Group</u>	<u>Votes For</u>	<u>Votes Against</u>
Common	100	0

4. The corporation which will survive the merger is:

Dowling Park Corporation, a Florida corporation

5. Amendments or changes in the Certificate of Incorporation of the surviving corporation to be effected by such merger: None.

6. The effective date of Merger: Date of filing.

7. The dates when the Certificate of Incorporation of each constituent corporation was filed by the department of state:

<u>Name of Corporation</u>	<u>Date</u>
Anna Belle Corporation, a Maine corporation	November 26, 1986
Dowling Park Corporation, a Florida corporation	December 4, 1996

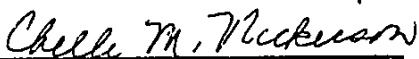
8. The manner in which the merger was authorized with respect to each constituent corporation:

The shareholders and directors of each constituent corporation have unanimously approved the Plan of Merger. See attached corporate consents.


ANNA BELLE CORPORATION

By: 
W.C. Nickerson, President

ATTEST:

By: 
Chelle M. Nickerson, Clerk

DOWLING PARK CORPORATION

By: 
W.C. Nickerson, President

ATTEST:

By: 
W. C. Nickerson, Secretary

COPY

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, made and entered into this 18th day of December, 1996, by and between Dowling Park Corporation, a Florida corporation ("DPC") and Anna Belle Corporation, a Maine corporation ("ABC");

WITNESSETH:

WHEREAS, DPC is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, ABC is a corporation duly organized and existing under the laws of the State of Maine;

WHEREAS, DPC has 1,000 shares of voting common stock authorized, of which 100 shares are issued and outstanding; ABC has 1000 shares of common stock authorized, of which 100 shares are issued and outstanding; and

WHEREAS, DPC and ABC (hereinafter sometimes called the "constituent corporations") desire to merge pursuant to the applicable statutes of the States of Florida and Maine and in accordance with the terms and provisions herein contained;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties hereto, in accordance with all applicable State statutes, agree as follows:

ARTICLE I

DPC and ABC hereby agree that ABC shall be merged into DPC in accordance with all applicable State statutes, and that DPC shall continue under the laws of the State of Florida under the name "Dowling Park Corporation" as the surviving corporation (hereinafter sometimes called the "Corporation"), upon the terms and provisions of the Agreement and Plan of Merger.

ARTICLE II

The Articles of Incorporation of DPC, as in effect immediately prior to the effectiveness of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the Corporation.

ARTICLE III

The manner and basis of converting the shares of the constituent corporations into shares of the Corporation shall be as follows:

(a) Each outstanding share of common stock of DPC outstanding immediately prior to the effectiveness of the merger shall be unchanged and shall be an identical outstanding share of the Corporation.

(b) Each outstanding share of common stock of ABC shall forthwith be converted into two (2) shares of voting common stock of the Corporation.

After the merger becomes effective, each holder of an outstanding certificate or certificates theretofore representing common stock of ABC may surrender the same to the Corporation or its agents for such purpose, and such holders shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the number of shares of the Corporation into which the shares so surrendered shall have been converted as aforesaid. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of stock of ABC shall be deemed for all corporate purposes to evidence ownership of the number of shares of voting common stock of the Corporation into which the same shall have been so converted.

ARTICLE IV

Until altered, amended or repealed, the By-Laws of DPC in effect immediately prior to the effective date of the merger shall be the By-Laws of the Corporation.

ARTICLE V

The number of directors composing the initial Board of Directors of the Corporation shall be two (2), and the initial directors of the Corporation shall be W.C. Nickerson and Anna B. Nickerson. Said persons shall hold office until the next annual meeting of the shareholders of the Corporation and until their respective successors are elected in accordance with the By-Laws of the Corporation. The first meeting of the Board of Directors of the Corporation to be held after the date on which the merger becomes effective may be called or may convene in the manner provided in the ByLaws of the Corporation and may be held at the time and place specified in the notice of the meeting. The first annual meeting of the shareholders of the Corporation to be held after the date on which the merger becomes effective shall be held on the date prescribed for the annual meeting of shareholders in the By-Laws of the Corporation.

The persons holding office in the Corporation upon the effectiveness of the merger shall be as follows and shall hold office until their respective successors are elected or until removed or replaced in accordance with the By-Laws of the Corporation:

President:	W.C. Nickerson
Secretary:	W.C. Nickerson
Treasurer:	W.C. Nickerson

Other persons may be elected or appointed to other offices from time to time according to the By-Laws of the Corporation.

ARTICLE VI

Upon the merger becoming effective, the capital of the Corporation shall consist of the aggregate paid-in capital of the constituent corporations, and the excess of the total net assets of the Corporation over such amount shall be surplus.

ARTICLE VII

This Agreement and Plan of Merger shall be submitted to the shareholders of each of the constituent corporations as provided by the applicable laws of the States of Florida and Maine and, if this Agreement and Plan of Merger shall have been duly adopted and approved by the requisite vote of such shareholders and the other conditions or provisions, if any, contained in the resolutions adopted by said shareholders in such regard shall have been complied with or satisfied, then, on the earliest convenient date thereafter, Articles of Merger or such other appropriate documentation required by or not inconsistent with such state laws and regulations shall be filed and recorded in accordance with the laws of such states. The constituent corporations shall do all such acts and things as may be necessary or desirable in order to effectuate the merger.


ARTICLE VIII

Upon the effective date of the merger, the Corporation shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the constituent corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action and all and every other interest, of or belonging to or due to each of the constituent corporations, shall be taken and deemed to be transferred to and vested in the Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the constituent corporations shall not revert or be in any way impaired by reason of such merger. The Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged; and any claim existing or action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if such merger had not taken place, or the Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the constituent corporations shall be impaired by such merger.


If at any time the Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or any other things are necessary or desirable to vest in the Corporation, according to the terms thereof, the title to any property, assets or rights of the constituent corporations, the constituent corporations shall and will, by their proper officers and directors, make, execute and deliver all such deeds, instruments, assignments and assurances and

do all things necessary or proper to vest title to such property, assets or rights in the Corporation and otherwise carry out the purposes hereof.

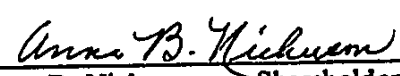
IN WITNESS WHEREOF, the undersigned, being all of the shareholders and all of the directors of Dowling Park Corporation and Anna Belle Corporation, have executed this Agreement and Plan of Merger as of the day and year first above written.



W.C. Nickerson, as Shareholder and Director
of Dowling Park Corporation and
Anna Belle Corporation



Chelle M. Nickerson, as Shareholder of
Anna Belle Corporation



Anna B. Nickerson, as Shareholder and Director
of Dowling Park Corporation and
Anna Belle Corporation

WRITTEN CONSENT OF SHAREHOLDERS

COPY

The undersigned, being all of the shareholders of **Dowling Park Corporation**, a Florida corporation (the "Company"), in lieu of holding a meeting of shareholders, hereby consent and approve the adoption of the following resolutions and direct that this Consent be filed with the corporate records of the Company:

WHEREAS this Board of Directors has reviewed and considered the attached Plan of Merger, finds it acceptable and hereby approves it.

RESOLVED, that the President and any Vice President of the Company is authorized to negotiate such changes in the draft of agreement presented to this meeting as he or she may in his or her judgment and discretion deem appropriate without however effecting a change in the price and share conversion terms or in the terms relating to abandonment set forth in the Plan of Merger, and as so negotiated, to execute and deliver such agreement for and on behalf of the Company.

FURTHER RESOLVED, that any Amendment and Restatement of the Articles of Incorporation of the Company which may be required in connection with the proposal presented to this Board of Directors is approved;

FURTHER RESOLVED, that the proper officers of this Corporation are authorized to make all such filings with and representations to the Secretary of State of Florida and any other state or federal governmental agency or authority and to execute and deliver all such agreements with Anna Belle Corporation, as shall be reasonably necessary to effect the foregoing and to consummate the merger and the related transactions referred to in such draft of agreement;

FURTHER RESOLVED that this Board of Directors directs that such acquisition and plan of merger and reorganization and all of the foregoing resolutions be submitted for approval and adoption by the shareholders of the Company by vote of such shareholders to be taken at a special meeting of shareholders to be held on even date herewith.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Consent as of December 18,

1996.



W.C. Nickerson



Anna B. Nickerson

**MEMORANDUM OF ACTION OF DIRECTORS OF
DOWLING PARK CORPORATION**

COPY

The undersigned, being all of the directors of **DOWLING PARK CORPORATION**, a Florida corporation (the "Company"), in lieu of holding a meeting of the Board of Directors, hereby consents and approves the adoption of the following resolutions and direct that this Consent be filed with the corporate records of the Company:

WHEREAS this Board of Directors has reviewed and considered the attached Plan of Merger, finds it acceptable and hereby approves it.

RESOLVED, that the President and any Vice President of the Company is authorized to negotiate such changes in the draft of agreement presented to this meeting as he or she may in his or her judgment and discretion deem appropriate without however effecting a change in the price and share conversion terms or in the terms relating to abandonment set forth in the Plan of Merger, and as so negotiated, to execute and deliver such agreement for and on behalf of the Company.


FURTHER RESOLVED, that any Amendment and Restatement of the Articles of Incorporation of the Company which may be required in connection with the proposal presented to this Board of Directors is approved;

FURTHER RESOLVED, that the proper officers of this Corporation are authorized to make all such filings with and representations to the Secretary of State of Florida and any other state or federal governmental agency or authority and to execute and deliver all such agreements with Anna Belle Corporation as shall be reasonably necessary to effect the foregoing and to consummate the merger and the related transactions referred to in such draft of agreement;

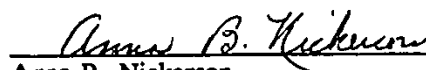
FURTHER RESOLVED that this Board of Directors directs that such acquisition and plan of merger and reorganization and all of the foregoing resolutions be submitted for approval and adoption by the shareholders of the Company by vote of such shareholders to be taken at a special meeting of shareholders to be held on even date herewith.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Consent as of December 18,

1996.



W.C. Nickerson



Anna B. Nickerson

WRITTEN CONSENT OF SHAREHOLDERS

COPY

The undersigned, being all of the shareholders of **Anna Belle Corporation**, a Maine corporation (the "Company"), in lieu of holding a meeting of shareholders, hereby consent and approve the adoption of the following resolutions and direct that this Consent be filed with the corporate records of the Company:

WHEREAS this Board of Directors has reviewed and considered the attached Plan of Merger, finds it acceptable and hereby approves it.

RESOLVED, that the President and any Vice President of the Company is authorized to negotiate such changes in the draft of agreement presented to this meeting as he or she may in his or her judgment and discretion deem appropriate without however effecting a change in the price and share conversion terms or in the terms relating to abandonment set forth in the Plan of Merger, and as so negotiated, to execute and deliver such agreement for and on behalf of the Company.

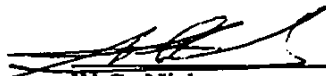
FURTHER RESOLVED, that any Amendment and Restatement of the Articles of Incorporation of the Company which may be required in connection with the proposal presented to this Board of Directors is approved;

FURTHER RESOLVED, that the proper officers of this Corporation are authorized to make all such filings with and representations to the Secretary of State of Maine and any other state or federal governmental agency or authority and to execute and deliver all such agreements with Dowling Park Corporation as shall be reasonably necessary to effect the foregoing and to consummate the merger and the related transactions referred to in such draft of agreement;

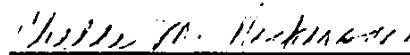
FURTHER RESOLVED that this Board of Directors directs that such acquisition and plan of merger and reorganization and all of the foregoing resolutions be submitted for approval and adoption by the shareholders of the Company by vote of such shareholders to be taken at a special meeting of shareholders to be held on even date herewith.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Consent as of December 18,

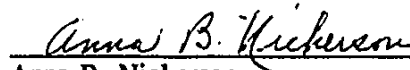
1996.



W.C. Nickerson



Chelle M. Nickerson



Anna B. Nickerson

**MEMORANDUM OF ACTION OF DIRECTORS OF
ANNA BELLE CORPORATION**

COPY

The undersigned, being all of the directors of Anna Belle Corporation, a Maine corporation (the "Company"), in lieu of holding a meeting of the Board of Directors, hereby consents and approves the adoption of the following resolutions and direct that this Consent be filed with the corporate records of the Company:

WHEREAS this Board of Directors has reviewed and considered the attached Plan of Merger, finds it acceptable and hereby approves it.

RESOLVED, that the President and any Vice President of the Company is authorized to negotiate such changes in the draft of agreement presented to this meeting as he or she may in his or her judgment and discretion deem appropriate without however effecting a change in the price and share conversion terms or in the terms relating to abandonment set forth in the Plan of Merger, and as so negotiated, to execute and deliver such agreement for and on behalf of the Company.

FURTHER RESOLVED, that any Amendment and Restatement of the Articles of Incorporation of the Company which may be required in connection with the proposal presented to this Board of Directors is approved;

FURTHER RESOLVED, that the proper officers of this Corporation are authorized to make all such filings with and representations to the Secretary of State of Maine and any other state or federal governmental agency or authority and to execute and deliver all such agreements with Dowling Park Corporation, as shall be reasonably necessary to effect the foregoing and to consummate the merger and the related transactions referred to in such draft of agreement;

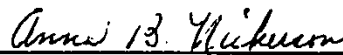
FURTHER RESOLVED that this Board of Directors directs that such acquisition and plan of merger and reorganization and all of the foregoing resolutions be submitted for approval and adoption by the shareholders of the Company by vote of such shareholders to be taken at a special meeting of shareholders to be held on even date herewith.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Consent as of December 18,

1996.



W.C. Nickerson



Anna B. Nickerson

P96000100005

KISS for Profit, Inc. a Florida Corporation
P.O. Box 998393, Miami, Florida 33299

March 24, 1997

re: P96000100005
Annual Report

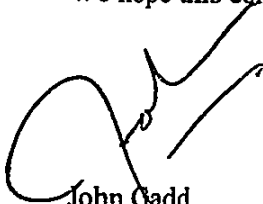
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

This letter is being sent to comply with your request for an annual report of the corporation.

As you know we were incorporated on December 11, 1996. We obtained FEI number 65-0715395, opened a bank account and have started business. We were recognized as an S-Corporation by the Internal Revenue Service on February 17, 1997.

Our new mailing address is: P.O. Box 998393, Miami, Florida, 33299. The officers and only stockholders currently reside at 10350 W. Bay Harbor Drive, Apt. 7D, Bay Harbor Islands, Florida 33154.

We hope this complies with your request.



John Gadd
President and Treasurer



Stephen Carter
Vice President and Secretary

cc: David Todd Seif, Esq.

FEI
only
no change in
address
LT
328