

P96000103369

Florida Department of State
Division of Corporations
Public Access System
Kathrine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000008189 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)922-4000

From:
Account Name : BROMBERG & SUNSTEIN LLP
Account Number : I19990000214
Phone : (617)443-9292
Fax Number : (617)443-0004

FILED
00 FEB 25 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 FEB 25 PM 12:09
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

RCI FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	14
Estimated Charge	\$78.75

Merger

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

RCI NEXT GENERATION, INC., a Rhode Island corporation not qualified to
transact business in the State of Florida

INTO

RCI FLORIDA, INC., a Florida entity, P96000103369

File date: February 25, 2000

Corporate Specialist: Darlene Connell

February 24, 2000

RCI FLORIDA, INC.
1655 PALM BEACH LAKES BLVD.
SUITE 600
W PALM BEACH, FL 33401

SUBJECT: RCI FLORIDA, INC.
REF: P96000103369

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

EXHIBIT A has been submitted twice. We need only one copy.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000008189
Letter Number: 900A00009991

fax audit no. H000000081893

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>RCI Florida, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>RCI Next Generation, Inc.</u>	<u>Rhode Island</u>

FILED
00 FEB 25 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 02/07/2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on N/A

The Plan of Merger was adopted by the board of directors of the surviving corporation on

02/07/2000 and shareholder approval was not required. (There are no shareholders of the surviving corporation.)

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 02/07/2000

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

N/A and shareholder approval was not required.


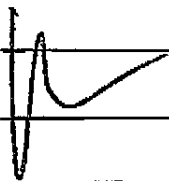
Nicole Zawarski
Bromberg & Sunstein LLP
125 Summer Street
Boston, MA 02110-1618
(617) 443-9292
Mass. Reg. No. 638788

(Attach additional sheets if necessary)

fax audit no. H000000081893

fax audit no. H000000081893

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>RCI Next Generation, Inc.</u>		<u>ERIC PETERSON, PRESIDENT</u>
<u>RCI Florida, Inc.</u>		<u>MICHAEL MOORE, PRESIDENT</u>

fax audit no. H000000081893

fax audit no. H000000081893

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

NameJurisdictionRCI Florida, Inc.Florida

Second: The name and jurisdiction of each merging corporation is:

NameJurisdictionRCI Next Generation, Inc.Rhode Island

Third: The terms and conditions of the merger are as follows:

See Agreement and Plan of Merger, attached hereto as Exhibit "A".

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Agreement and Plan of Merger, attached hereto as Exhibit "A".

(Attach additional sheets if necessary)

fax audit no. H000000081893

02/25/00 11:56 FAX

005/014

fax audit no. H000000081893

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

See Agreement and Plan of Merger, attached hereto as Exhibit "A".

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

fax audit no. H000000081893

02/25/00 11:58 FAX

006/014

fax audit no. H000000081893

Exhibit A

fax audit no. H000000081893

fax audit no. H000000081893

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is entered into as of the 7 day of February, 2000, by and between RCI Next Generation, Inc., a Rhode Island corporation ("RCI Next Generation"), and RCI FLORIDA, INC., a Florida corporation ("RCI Florida").

BACKGROUND:

RCI Next Generation has a total authorized capital stock consisting of 10,000 shares of common stock, no par value per share, of which 1,000 shares are issued and outstanding on the date hereof. RCI Next Generation is a close corporation under §7-1.1-51 of the General Laws, 1956, as amended, and therefore, has no board of directors, but is governed by its shareholders. RCI Florida has a total authorized capital stock consisting of 1,000,000 shares of common stock, no par value per share, none of which shares have been issued as of the date hereof.

The shareholders of RCI Next Generation and the Board of Directors of RCI Florida, there being no shareholders, have determined that it is advisable and in the best interests of RCI Florida and RCI Next Generation that RCI Next Generation be merged with and into RCI Florida on the terms and conditions hereinafter set forth.

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, it is agreed that:

Merger. Pursuant to the applicable provisions of the Florida Business Corporation Law and the Rhode Island Business Corporation Act, RCI Next Generation is hereby merged with and into RCI Florida, and RCI Florida shall be the surviving corporation and shall continue in existence on the terms and conditions hereinafter set forth. On the Effective Date (as hereinafter defined), the separate existence of RCI Next Generation shall cease, RCI Next Generation and RCI Florida will be a single corporation which shall continue to exist under, and be governed by, the laws of the State of Florida, and the effect of the merger shall otherwise be as provided under Sections 1101 through 1107 of Florida Statutes, chapter 607, the Florida Business Corporation Laws, as amended, and as provided under Section 7-1.1-69 of the Rhode Island Business Corporation Act, as amended.

Articles of Incorporation. From and after the merger, until thereafter amended as provided by law, the articles of incorporation of RCI Florida as in effect immediately prior to the merger shall be and continue to be the articles of organization of RCI Florida.

fax audit no. H000000081893

fax audit no. H000000081893

Effective Date. The Effective Date of this Agreement and Plan of Merger shall be 12:01AM on February 7, 2000 or such later date as articles of merger are filed with the Florida Secretary of State.

Terms and Conditions of Merger.

Conversion of RCI Next Generation Shares Into RCI Florida Shares. On the Effective Date of the merger, each share of common stock of RCI Next Generation issued and outstanding immediately prior to the effective date, and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one (1) share of common stock of RCI Florida, which shall be fully paid and nonassessable.

Certificates Formerly Representing RCI Next Generation Shares. After the Effective Date, each holder of a certificate representing shares of common stock of RCI Next Generation prior to the merger will, upon surrender thereof to RCI Florida for cancellation, be entitled to receive a certificate representing the number of shares of common stock of RCI Florida as the holder of is entitled to receive pursuant to the previous paragraph. Until so surrendered, each such certificate shall be deemed for all corporate purposes to evidence shares of stock of RCI Florida as though such surrender and exchange had taken place.

By-laws. From and after the merger, until thereafter amended as provided by law, the by-laws of RCI Florida as in effect immediately prior to the merger shall be and continue to be the by-laws of RCI Florida.

Officers and Directors. The persons who are directors and officers of RCI Florida immediately prior to the merger shall continue as the directors and officers of RCI Florida following the merger, and shall hold office as provided in the articles of incorporation and the bylaws of RCI Florida.

Shareholder and Director Approval. Consummation of the merger provided for herein has been approved by unanimous written consent of the shareholders of RCI Next Generation and the directors of RCI Florida.

Dissenters' Rights. RCI Florida agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of RCI Next Generation as well as in any proceeding for the enforcement of the rights of the dissenting shareholders of RCI Next Generation against RCI Florida, and RCI Florida hereby irrevocably appoints the Secretary of State of the State of Rhode Island as its agent to accept service of process in any such proceedings. RCI Florida further agrees that it will promptly pay to the dissenting shareholders of RCI Next Generation the amount, if any, to which they shall be entitled under the provisions of the Rhode Island Business Corporation Act, as amended, with respect to the rights of dissenting shareholders.

fax audit no. H000000081893

IN WITNESS WHEREOF, RCI Next Generation and RCI Florida have each caused this Agreement and Plan of Merger to be executed by its officer hereunto duly authorized, and its corporate seal to be affixed thereon, as of the day and year first above written.

Attest:

RCI Next Generation, Inc.
(a Rhode Island corporation)

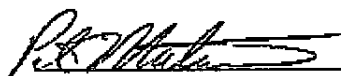


By:

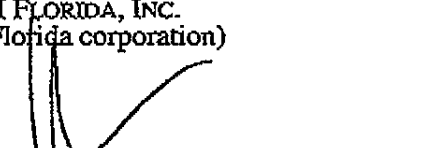

Eric S. Peterson, President

Attest:

RCI FLORIDA, INC.
(a Florida corporation)



By:


Michael Moore, President

104917

fax audit no. H000000081893

RCI FLORIDA, INC.

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

February 7, 2000

The undersigned, being all of the members of the Board of Directors of RCI Florida, Inc.,
a Florida corporation (the "**Corporation**"), do hereby consent to and adopt the following votes:

RESOLVED: That the Agreement and Plan of Merger (the "**Agreement**") between the Corporation and RCI Next Generation, Inc., a Rhode Island corporation ("**RI Corp.**"), providing for the merger of RI Corp. with and into the Corporation and the conversion of each of the outstanding shares of common stock of RI Corp. into one share of the authorized and unissued common stock of the Corporation, be, and the same hereby is, approved in substantially the form attached hereto as Exhibit "A", and that the President of the Corporation be, and he hereby is, authorized to execute in the name of, and deliver on behalf of, the Corporation one or more counterparts of the Agreement, substantially in the form attached hereto but with such changes therein as the President may approve, his execution thereof to be deemed conclusive evidence of such approval and of his authority thereunder.

**AND
FURTHER**

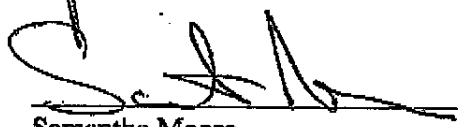
RESOLVED: That on the effective date of the merger provided for in the Agreement, the Corporation issue that number of shares of its authorized but unissued common stock as shall be equal to the number of shares of common stock of RI Corp. which shall have been converted into shares of common stock of the Corporation as provided in the Agreement, and that such shares when so issued, shall be deemed fully paid and nonassessable.


fax audit no. H000000081893

fax audit no. H000000081893

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date
first written above.



Michael C. Moore

Samantha Moore

Pat Matarese

B. James O'Hara

Edward Rao

96034

fax audit no. H000000081893