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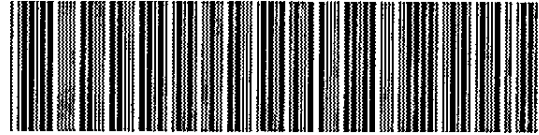
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STEVEN A. GOODMAN

November 2, 2006

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Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**RE: ABC Employment Services, Inc.
American Book Co.**

Dear Sir or Madam:

Enclosed for filing in your office are Articles of Merger merging ABC Employment Services, Inc. into ABC Holdings, Inc. and Articles of Merger merging American Book Co. into ABC Holdings, Inc., along with a check in the amount of \$140.00 representing the filing fees. Please return the file-stamped copies to me and contact me with any questions at 502-589-4215.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Lora D. Ogden", is written over a horizontal line.

Lora D. Ogden, Paralegal

Enclosures

FILED
STATE OF FLORIDA

2006 OCT -2 AM 11:39

RILEY DARNELL
SECRETARY OF STATE

ARTICLES OF MERGER
OF
AMERICAN BOOK CO.
INTO
ABC HOLDINGS, INC.

FILED
06 NOV -7 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to provisions of the Tennessee Business Corporation Act and the Florida Business Corporation Act, the undersigned entities (collectively, the "**Constituent Entities**") hereby adopt the following Articles of Merger for the purpose of merging **American Book Co.**, a Florida corporation, with and into **ABC Holdings, Inc.**, a Tennessee corporation, which shall be the surviving entity in the Merger.

1. The names of each of the Constituent Entities are American Book Co. and ABC Holdings, Inc. American Book Co. is a corporation organized under the laws of the State of Florida. ABC Holdings, Inc. is a corporation organized under the laws of the State of Tennessee.

2. The **Plan of Merger** duly authorized and approved by each of the Constituent Entities is attached hereto as **EXHIBIT A** and is hereby incorporated by reference as a part of these Articles of Merger.

3. The name of the surviving entity is **ABC Holdings, Inc.**

4. On August 31, 2006, the Board of Directors of ABC Holdings, Inc. adopted the plan of merger and approval by the shareholders was not required by Chapter 21 of Tennessee Business Corporation Act.

5. On August 31, 2006, the Shareholders of American Book Co. approved the plan of merger as required by Chapter 607 of the Florida Statutes.

6. The merger shall be effective October 1, 2006.

Dated: August 31, 2006

AMERICAN BOOK CO.

By: _____

Wm. Dean Winegardner, President

ABC HOLDINGS, INC.

By: _____

Wm. Dean Winegardner, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (the "Agreement") made and entered into on this 31st day of **August, 2006**, by and among **ABC HOLDINGS, INC.**, a Tennessee corporation (the "Company"), 11130 Kingston Pike, PMB 1-183, Knoxville, Tennessee 37934, and **AMERICAN BOOK CO.**, a Florida corporation (the "Subsidiary"), 11130 Kingston Pike, PMB 1-183, Knoxville, Tennessee 37934.

WHEREAS, the Company is a corporation organized and existing under the laws of the State of Tennessee;

WHEREAS, the Subsidiary is a wholly-owned subsidiary of Company and is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, the Board of Directors of the Company and the Shareholders of the Subsidiary deem the merger of the Subsidiary with and into the Company, under and pursuant to the terms and conditions herein set forth, desirable and in the best interest of the Company and the Subsidiary, and the Board of Directors of the Company and the Shareholders of the Subsidiary have adopted resolutions approving this plan of merger, a true and correct copy of which are attached hereto as Exhibits A and B; and

WHEREAS, the parties desire that the Subsidiary merge with and into the Company upon the terms and conditions set forth herein and in accordance with the laws of the State of Tennessee and the State of Florida.

NOW, THEREFORE, in consideration of the mutual terms and conditions herein contained, and intending to be legally bound, it is agreed between the parties hereto as follows:

ARTICLE 1 THE MERGER

1.1 **Merger, Surviving Corporation, Name.** In accordance with the provisions of this Agreement, the appropriate provisions of the Tennessee Business Corporation Act and the Florida Business Corporation Act (collectively, the "Acts"), effective **October 1, 2006** (the "Effective Time"), the Subsidiary shall be merged with and into the Company (the "Merger"), and the Company shall be the surviving corporation in the Merger (hereinafter sometimes called the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Tennessee. At the Effective Time, the separate existence of the Subsidiary shall cease. All properties, franchises and rights belonging to the Subsidiary and the Company, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each of the Company and the Subsidiary. The name of the Surviving Corporation shall be **ABC HOLDINGS, INC.**

5871.1447

5871.1448

1.2 **Conversion of Shareholder's Interest.** At the Effective Time, the Company's entire interest in the Subsidiary shall by virtue of the Merger be vested in the Company.

1.3 **Articles of Incorporation.** The Articles of Incorporation of the Company as in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

1.4 **Bylaws.** The Bylaws of Company in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or by law.

1.5 **Directors and Officers.** The directors and officers of Company immediately prior to the Effective Time shall serve as directors and officers of the Surviving Corporation following the Effective Time.

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement and Plan of Merger Agreement pursuant to the Acts of the date first above written.

ABC HOLDINGS, INC.

By: _____

Wm. Dean Winegardner, President

AMERICAN BOOK CO.

By: _____

Wm. Dean Winegardner, President

EXHIBIT A

**RESOLUTIONS OF THE
BOARD OF DIRECTORS
ABC HOLDINGS, INC.**

RESOLVED, that the proposed merger (the "Merger") of ABC HOLDINGS, INC., a Tennessee corporation ("Corporation"), with AMERICAN BOOK CO., a Florida corporation, with ABC HOLDINGS, INC. being the surviving corporation after the Merger, be and is hereby approved;

FURTHER RESOLVED, that the President and Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Corporation.

5871.1449

EXHIBIT B

**RESOLUTIONS OF THE
SOLE SHAREHOLDER OF AMERICAN BOOK CO.**

RESOLVED, that the proposed merger (the "Merger") of AMERICAN BOOK CO., a Florida corporation, with ABC HOLDINGS, INC., a Tennessee corporation, with ABC HOLDINGS, INC. being the surviving corporation after the Merger, be and is hereby approved;

FURTHER RESOLVED, that the President and Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Company.

5871.1450