

P97000044091

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OCT 15 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

*W/ewi Beaumont, Inc.*

*into*

*W/ewi Beaumont, Inc.*

UUUUU2320918--4

-10/15/97-01069--0016

\*\*\*\*\*70.00 \*\*\*\*\*70.00

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

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THANKS, MELANIE ©

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DIVISION OF CORPORATION

CR2E031 (1-89)

P97000044091

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

MERCI BEAUCOUP, INC., a Maryland corporation not authorized to transact  
business in Florida

INTO

MERCI BEAUCOUP, INC., a Florida corporation, P97000044091.

File date: October 15, 1997

Corporate Specialist: Annette Hogan

**DOMESTIC CORPORATION AND FOREIGN CORPORATION**

**ARTICLES OF MERGER**

**MERCI BEAUCOUP, INC.**

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation

State/country of incorporation

Merci Beaucoup, Inc.

Florida

Merci Beaucoup, Inc.

Maryland

SECOND: The laws of the State of Maryland permit such merger and Merci Beaucoup, Inc. (Maryland) (hereinafter sometimes called Merci-Maryland) is complying with those laws in effecting this merger.

THIRD: Merci Beaucoup, Inc. (Florida) and Merci Beaucoup, Inc. (Maryland) (hereinafter sometimes called the "Constituent Corporations") have agreed to effect a merger, and that the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged are and shall be as set forth herein.

FOURTH: Merci Beaucoup, Inc., a Florida corporation, shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") under the name of Merci Beaucoup, Inc.

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STATE  
TALLAHASSEE  
FLORIDA

FIFTH: Merci-Maryland has an authorized capitalization of one hundred thousand shares of common stock with a par value of \$1.00 per share, of which 10,000 shares are issued and outstanding; the aggregate par value of all share of common stock being \$100,000.

Surviving Corporation has an authorized capitalization of 100,000 shares of common stock with a par value of \$1.00 per share, of which 10,000 shares are issued and outstanding; the aggregate par value of all shares being \$100,000.

SIXTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

a. Each share of Common Stock of Surviving Corporation which is issued and outstanding immediately before the Effective Date (as defined in Article TWELFTH herein) shall, by virtue of the merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

b. Each share of Common Stock of Merci-Maryland, which shall be issued and outstanding immediately before the Effective Date, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the Effective Date into fully paid shares of Surviving Corporation Common Stock, and outstanding certificates representing shares of Merci-Maryland Common Stock shall therefor represent shares of Surviving Corporation Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of Surviving Corporation.

SEVENTH: The principal office of Merci-Maryland, organized under the laws of the State of Maryland, is located in Howard County. Neither of the Constituent Corporations owns property in any county in Maryland, the title to which could be effected by the recording of an instrument among the land records.

EIGHTH: The principal office of Surviving Corporation in the State of Florida, the State of its incorporation, is 4172 53rd Street, Boca Raton, Florida 33946. The name and address of the Resident Agent of Surviving Corporation in the State of Florida is CT Corporation, 1200 S. Pine Island Road, City of Plantation, Florida 33324.

NINTH: The Board of Directors of Merci-Maryland on May 20, 1997, by unanimous vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable and directing their submission to a meeting of stockholder. The Articles of Merger were duly submitted to and approved by the stockholders, by unanimous vote of all the votes entitled to be cast thereon on May 20, 1997. Thus, the merger was authorized and approved by Merci-Maryland in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said corporation.

The Board of Directors of the surviving corporation on May 20, 1997, by unanimous vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable and directing their submission to a meeting of stockholders. The Articles of Merger were duly submitted to and approved by the stockholders, by unanimous vote of all the votes entitled to be cast thereon on May 20, 1997. Thus, the merger was authorized and approved by surviving

corporation in the manner and by the vote required by the laws of the State of Florida and by the Articles of Incorporation and By-Laws of said corporation.

TENTH: These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the Charter and By-Laws of Surviving Corporation and by the laws of the State of Florida.

ELEVENTH: Upon the Effective Date:

a. the assets and liabilities of Merci-Maryland shall be taken upon the books of the Surviving Corporation at the amount at which they shall at that time be carried on the books of Merci-Maryland, subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures; and

b. all of the rights, privileges, immunities, powers, purposes and franchises of Merci-Maryland and all property, real, personal and mixed, and all debts due to Merci-Maryland on whichever account shall be vested in the Surviving Corporation, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Merci-Maryland, and all debts, liabilities, obligations and duties of Merci-Maryland shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as of said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that

no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

TWELFTH: The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of Merci-Maryland, except insofar as continued by statute, shall cease on the date that an Agreement of Merger, approved, certified, executed and acknowledged by Merci-Maryland and Surviving Corporation as required by the laws of the State of Florida, is filed with the Secretary of the State of Florida, and these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by Merci-Maryland and Surviving Corporation as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland, or on the date specified by the parties hereto as provided by the laws of the State of Florida and Maryland, respectively, whichever is later.

THIRTEENTH: The plan of merger was adopted by the shareholders of Merci Beaucoup, Inc., on the 15th day of August, 1997, and was adopted by the shareholders of Merci Beaucoup, Inc. on the 15th day of August, 1997.

Signed this 15th day of August, 1997.

MERCI BEAUCOUP, INC.  
A Florida Corporation

By: S. Zeke Orlinsky, President

S. Zeke Orlinsky

(Signatures continued on following page)

MERCI BEAUCOUP, INC  
A Maryland Corporation

By: S. Zeke Orlinsky, President

S Zeke Orlinsky, President

STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
TAX CLEARANCE CERTIFICATE  
09/08/97

RECEIVED

S. RONALD ELLISON WITH FEDDER AND GARTEN  
STE 2300 36 SOUTH CHARELS ST  
BALTIMORE MD 21201-3177

11 1997

FEDDER AND GARTEN  
PROFESSIONAL ASSN.

DEAR SIR/MADAM:

THE FOLLOWING TAX CLEARANCE CERTIFICATE IS BEING ISSUED BY THE MARYLAND  
STATE COMPTROLLER AS REQUESTED:

THIS IS TO CERTIFY THAT ALL TAXES AND CHARGES KNOWN TO BE DUE TO THE STATE  
OF MARYLAND, AS REFLECTED IN THE RECORDS OF THE COMPTROLLER OF THE TREASURY,  
GENERAL ACCOUNTING DIVISION AS OF THE DATE HEREOF, PAYABLE THROUGH THE STATE  
COMPTROLLERS OFFICE OR THE DEPARTMENT OF LABOR, LICENSING AND REGULATIONS  
DIVISION OF CONTRIBUTIONS BY

MERCI BEAUCOUP, INC.  
F521499455


HAVE BEEN PAID.

NO REPRESENTATION IS MADE HEREIN AS TO THE PAYMENT OF ANY TAX OR CHARGE  
THAT MAY BE DETERMINED TO BE DUE FROM

MERCI BEAUCOUP, INC.

TO THE STATE OF MARYLAND, BUT WHICH IS NOT REFLECTED IN THE RECORDS OF THE  
COMPTROLLER OF THE TREASURY, GENERAL ACCOUNTING DIVISION, AS OF THE DATE HEREOF.

WITNESS MY HAND AND OFFICIAL SEAL THIS 8TH DAY OF SEPTEMBER 1997.



DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS: (410)974-3814  
TTY FOR DEAF: ANNAPOLIS AREA (410)974-2609 BALTIMORE AREA (410)383-7555  
AN EQUAL OPPORTUNITY EMPLOYER

COT/GAD-409A