

P97000062597

Warfel, Goldberg, Kahn, Cariotis & Waldoch

Requestor's Name
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Post Office Box 12458

Address
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City/State/Zip Phone #

Attn: Lori

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-07/29/97--01001-011

****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lean Acquisition Corp. P97000062597
(Corporation Name) (Document #)

2. Lean, Inc. 7/31/97
(Corporation Name) (Document #) **EFFECTIVE DATE**

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☒ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

7/29/97
DOH
DOH
DOH
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97 JUL 28 PM 12:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 29 AM 8:25
RECEIVED

MAIL OUT
any problems
please call

P97000062597

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

LEAN, INC., a Georgia corporation P06730

INTO

LEAN ACQUISITION CORP., a Florida corporation, P97000062597

File date: July 28, 1997, effective July 31, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER OF DOMESTIC AND FOREIGN
CORPORATIONS INTO LEAN ACQUISITION CORP.

EFFECTIVE DATE
7/31/97

FILED
97 JUL 28 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.234 of the Florida General Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of
Corporation

State of
Incorporation

Lean Acquisition Corp.

Florida

Lean, Inc.

Georgia

Lean Acquisition Corp. is the surviving corporation.

2. The laws of the state under which the constituent foreign corporation is organized permit such merger.

3. The following plan of merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida General Corporation Act, on July 28, 1997, and was approved by the foreign corporation in the manner prescribed by the laws of Georgia under which it is organized on July 28, 1997.

PLAN OF MERGER

This plan of merger between Lean Acquisition Corp. and Lean, Inc. is dated July 18, 1997.

A. The names of the corporations proposing to merge are Lean Acquisition Corp. and Lean, Inc.

B. The corporations shall merge into Lean Acquisition Corp., which shall be the surviving corporation.

C. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

D. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

Each outstanding share of stock of Lean, Inc. shall be converted into one share of stock of the surviving corporation.

Any shares held in the treasury of either the absorbed or the surviving corporation shall be cancelled, and no payment shall be made in respect thereof.

E. The articles of incorporation of Lean Acquisition Corp. shall be the articles of incorporation of the surviving corporation without any change.

F. The merger shall take effect July 31, 1997.

5. If the surviving corporation is to be governed by the laws of any state other than the State of Florida, such surviving corporation hereby

a. Agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any

proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation;

b. Irrevocably appoints the Secretary of the State of Florida as its agent to accept service of process in any such proceeding; and

c. Agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they are entitled under the provisions of the Florida General Corporation Act with respect to the right of dissenting shareholders.

Dated July 28, 1997.

LEAN, INC.

By: Wendy D. Baldwin
WENDY D. BALDWIN
As Its President

ATTEST:

By: Gary S. Baldwin
GARY D. BALDWIN
As Its Secretary

LEAN ACQUISITION CORP.

By: Wendy D. Baldwin
WENDY D. BALDWIN
As Its President

ATTEST:

By: Gary S. Baldwin
GARY S. BALDWIN
As Its Secretary

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 28th day of July, 1997,
by Wendy D. Baldwin as President of Lean, Inc., who has produced a Florida Driver's License as
identification and all of whom did not take an oath.

Lori L. Loutzenhiser
NOTARY PUBLIC
Printed Name:
My commission expires July 27, 1999



LORI L. LOUTZENHISER
MY COMMISSION # CC465739 EXPIRES
July 27, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 28th day of July, 1997,
by Wendy D. Baldwin, as President of Lean Acquisition Corp., who has produced a Florida Driver's
License as identification and all of whom did not take an oath.

Lori L. Loutzenhiser
NOTARY PUBLIC
Printed Name:
My commission expires July 27, 1999



LORI L. LOUTZENHISER
MY COMMISSION # CC465739 EXPIRES
July 27, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

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4-15-97
TROY FARM INSURANCE, INC.
BONDED THROUGH TROY FARM INSURANCE, INC.