

P97000074873

TEW, ZINOBER, BARNES, ZIMMET & UNICE  
ATTORNEYS AT LAW

JOEL R. TEW  
FREDRIC S. ZINOBER  
ROBERT L. BARNES, JR.  
ALAN S. ZIMMET  
T. R. UNICE, JR.  
ANDREW J. SALZMAN  
JEFFREY P. CARIO\*  
LEE WM. ATKINSON  
DONNA J. FELDMAN

CLEARWATER OFFICE  
PRESTIGE PROFESSIONAL PARK  
2655 McCORMICK DRIVE  
CLEARWATER, FLORIDA 33759

HERNANDO OFFICE  
7361 FOREST OAKS BLVD.  
SPRING HILL, FLORIDA 34606

CLEARWATER OFFICE  
(727) 799-2882

FAX  
(727) 726-0058  
(727) 799-6794  
(727) 799-0833

BRET T. JARDINE  
CHRISTOPHER M. AIELLO  
ROBERT E. HEYMAN  
JOSEPH A. CORSMEIER  
KAREN B. CLARK  
RICHARD C. MILLIAN  
THERESA A. DEEB  
NICOLE E. WEISS  
JOSEPH H. GRAVES  
TONY J. TUNTASIT  
\*HERNANDO RESIDENT PARTNER

PLEASE REPLY TO:  
P.O. BOX 5124  
CLEARWATER, FLORIDA 33758  
TELEPHONE: (727) 799-2882

HERNANDO OFFICE  
(352) 683-0597  
FAX  
(352) 686-0701

OF COUNSEL:  
STEPHANIE A. VAUGHAN  
LARRY J. GONZALES

email: jjorczak@tzbzu.com

December 6, 1999

Division of Corporations  
Department of State  
The Capitol  
P. O. Box 6327  
Tallahassee, FL 32314

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-12/09/99--01083--012  
\*\*\*\*105.00 \*\*\*\*105.00

Re: Merger of Putt N' Play, Inc. and Nature Coast Treats, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Merger and Amendment to the Articles of Incorporation, with Plan of Merger attached as Exhibit A. Also enclosed is a check in the amount of \$105.00, which we have calculated as the filing fee for the Articles of Merger (\$35.00 per entry) and the Articles of Amendment (\$35.00 per amendment). Also enclosed is an extra copy and a return envelope so that you can provide us with a copy stamped as "filed."

If you require anything further, please let me know.

Very truly yours,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

*Lynn Jerczak*  
Jo Lynn Jerczak  
Legal Assistant

/jlj

Enclosure

pc: Mr. Doug Kellin

FILED  
99 DEC -9 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
99 DEC -9 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PUTT N' PLAY, INC., a Florida corporation, P96000035679

,

INTO

**NATURE COAST TREATS, INC.**, a Florida entity, P97000074873.

File date: December 9, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**

**PUTT N' PLAY, INC. (Disappearing Corporation)  
and  
NATURE COAST TREATS, INC. (Surviving Corporation)**

**AND**

**AMENDMENT TO THE ARTICLES OF INCORPORATION  
of  
NATURE COAST TREATS, INC.**

FILED  
99 DEC -9 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, Florida Statutes, the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Nature Coast Treats, Inc. and Putt N' Play, Inc. is attached hereto and incorporated herein by reference as Exhibit "A" and has been approved by a sufficient number of votes as follows:

(a) By Written Consent Action of the Board of Directors and Shareholders of Putt N' Play, Inc., dated November 30, 1999, as required to approve this merger.

(b) By Written Consent Action of the Board of Directors and Shareholders of Nature Coast Treats, Inc., dated November 30, 1999, as required to approve this merger.

2. The surviving corporation shall be named Nature Coast Treats, Inc., pursuant to the Plan of Merger attached hereto and incorporated herein by reference.
3. The following amendments to the Articles of Incorporation of Nature Coast Treats, Inc., are hereby approved as follows:

Article III - Purpose is amended as follows:

The purpose of the Corporation shall be to serve as the surviving entity as the result of the merger of Nature Coast Treats, Inc. and Putt N' Play, Inc. Nature Coast Treats, Inc., as the surviving corporation, shall have all rights, powers, duties, obligations and powers previously granted and shall continue

to be organized to include the transaction of business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended from time to time.

Article IV - Capital Stock is amended as follows:

The number of shares of Common Stock that the corporation is authorized to issue shall increase from 1000 share of Common Stock to 1500 shares of Common Stock.

Dated this 30<sup>th</sup> day of November, 1999, at Pasco County, Florida.

NATURE COAST TREATS, INC.

By: Douglas W. Kellin  
Douglas W. Kellin  
Its: President and Director

PUTT N' PLAY, INC.

By: Douglas W. Kellin  
Douglas W. Kellin  
Its: President and Director

## PLAN OF MERGER

WHEREAS, the Board of Directors of Nature Coast Treats, Inc., a Florida corporation, and Putt N' Play, Inc., a Florida corporation, believe it is in the best interest of the two corporations to effect a Plan of Merger ("Plan"); and

WHEREAS, Nature Coast Treats, Inc., by consent of the Board of Directors and Shareholders, and as permitted under its Articles of Incorporation and By-laws has agreed to serve as the Surviving Corporation as a result of the Plan; and

WHEREAS, Putt N' Play, Inc., by consent of the Board of Directors and Shareholders and as permitted under its Articles of Incorporation and By-laws has agreed to merge with Nature Coast Treats, Inc., and become the Disappearing Corporation as a result of the Plan; and

WHEREAS, Section 607.1101, et seq., Florida Statutes, provides the authority for such merger;

NOW, THEREFORE, it is hereby resolved that the following Plan is hereby adopted by the Board of Directors of both the Surviving and Disappearing Corporations:

1. The effective date of this Merger ("Effective Date") shall be the date of filing of the Articles of Merger, with the Florida Secretary of State. This Plan is attached to Articles of Merger as an exhibit, and upon execution of this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in the Articles of Merger.
2. The Articles of Incorporation of the Surviving Corporation, as in effect immediately before the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, and shall be amended as provided by law to incorporate the following changes to the Surviving Corporation's Articles of Incorporation, to take effect on the Effective Date:
  - A. The number of shares of Common Stock that the corporation is authorized to issue shall increase from 1000 shares of Common Stock to 1500 shares of Common Stock.
  - B. The purpose of the Corporation shall be to serve as the surviving entity as the result of the merger of Nature Coast Treats, Inc. and Putt N' Play, Inc. Nature Coast Treats, Inc., as the surviving corporation, shall have all rights, powers, duties, obligations and powers previously granted and shall continue to be organized to include the transaction of business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended from time to time.

3. On the Effective Date, each share of the Disappearing Corporation's 500 shares of Common Stock that shall be issued and outstanding at that time shall be converted into and exchanged for 500 shares of the Common Stock in the Surviving Corporation. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.
4. All shares of the Disappearing Corporation, after having been converted and exchanged under the Plan for shares of the Surviving Corporation's stock, shall be deemed to have been payment in full satisfaction of such converted shares.
5. The Disappearing Corporation shall transfer all of its remaining assets, including, without limitation, any real property owned by the Disappearing Corporation, to the Surviving Corporation, and the Surviving Corporation shall assume any and all liabilities and debts of the Disappearing Corporation, including, without limitation, any mortgages or other loans.
6. Those Directors and Shareholders necessary for the approval and adoption of Plan shall consent by their signatures below.
7. On the Effective Date of this Plan, the separate existence of the Disappearing Corporation will cease. The Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to the restrictions, liabilities, disabilities and duties, all as more particularly set forth in Chapter 607, Florida Statutes.

Nature Coast Treats, Inc.

By: Douglas W. Kellin  
Douglas W. Kellin,  
Its sole director

Putt N' Play, Inc.

By: Douglas W. Kellin  
Douglas W. Kellin, Director

By: Thomas W. Kellin  
Thomas W. Kellin, Director