

P 97000082463

CT CORPORATION SYSTEM

FILED

CORPORATION(S) NAME

00 DEC 27 PM 4:30

American Promotional Events of Alabama, Inc.

OFFICE OF THE STATE  
TALLAHASSEE, FLORIDA

merging: American Promotional Events of Florida, Inc. Etal

000003514430--2  
-12/27/00--01048--009  
\*\*\*\*210.00 \*\*\*\*210.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/27/00

Order#: 3489439

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

Merger  
12-28-00  
PMS

RECEIVED  
00 DEC 27 PM 2:11  
DIVISION OF CORPORATION

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 27, 2000

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: AMERICAN PROMOTIONAL EVENTS OF FLORIDA, INC.

Ref. Number: P97000082463

We have received your document for AMERICAN PROMOTIONAL EVENTS OF FLORIDA, INC. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 487-6957.

Doug Spitler  
Document Specialist

Letter Number: 400A00064576

*Please back-date*

*TKS*  
*[Signature]*

RECEIVED  
00 DEC 27 PM 4:49  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

AMERICAN PROMOTIONAL EVENTS OF FLORIDA, INC., a Florida  
corporation, P97000082463  
AMERICAN PROMOTIONAL EVENTS OF SOUTH CAROLINA, INC., a South  
Carolina corporation not qualified in Florida  
AMERICAN PROMOTIONAL EVENTS OF VIRGINIA, INC., a Virginia  
corporation not qualified in Florida  
AMERICAN PROMOTIONAL EVENTS OF OHIO, INC., an Ohio corporation not  
qualified in Florida  
AMERICAN PROMOTIONAL EVENTS OF INDIANA, INC., an Indiana  
corporation not qualified in Florida

INTO

**AMERICAN PROMOTIONAL EVENTS OF ALABAMA, INC.,** an Alabama  
corporation not qualified in Florida.

File date: December 27, 2000, effective December 31, 2000

Corporate Specialist: Doug Spittler

ARTICLES OF MERGER

FILED  
00 DEC 27 PM 4:30  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE OF FLORIDA:

American Promotional Events of Alabama, Inc., an Alabama corporation, American Promotional Events of Florida, Inc., a Florida corporation, American Promotional Events of South Carolina, Inc., a South Carolina corporation, American Promotional Events of Virginia, Inc., a Virginia corporation, American Promotional Events of Ohio, Inc., an Ohio corporation, and American Promotional Events of Indiana, Inc., an Indiana corporation, submit these Articles of Merger in accordance with Fla. Stat. §607.1105:

1. The name of each corporation a party to the merger and the state of its incorporation is:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
American Promotional Events of Alabama, Inc.	Alabama
American Promotional Events of Florida, Inc.	Florida
American Promotional Events of South Carolina, Inc.	South Carolina
American Promotional Events of Virginia, Inc.	Virginia
American Promotional Events of Ohio, Inc.	Ohio
American Promotional Events of Indiana, Inc.	Indiana

2. The laws of Alabama, Florida, South Carolina, Virginia, Ohio and Indiana permit this merger.

3. The Plan and Agreement of Merger entered into by the corporations and approved in accordance with all applicable law is attached hereto as Exhibit A and incorporated herein by reference.

4. The sole shareholder of each of the merging corporations has approved the merger herein described by written consent in accordance with all applicable laws on December 15, 2000.

5. American Promotional Events of Alabama, Inc. is the surviving corporation of the merger and hereby:

a. Appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the right of dissenting shareholders of American Promotional Events of Florida, Inc., which process may be forwarded to:


Timothy K. Corley, Esq.  
600 SunTrust Bank  
201 S. Court St.  
Florence, AL 35630

b. Agrees that it will promptly pay to the dissenting shareholders of American Promotional Events of Florida, Inc., the amount, if any, to which they are entitled under Fla.


Stat. §607.1302.

7. The merger herein contemplated shall be effective at the later of (i) the close of business on December 31, 2000, or (ii) the filing of the Articles of Merger, as provided in the Plan and Agreement of Merger attached hereto.


AMERICAN PROMOTIONAL EVENTS  
OF ALABAMA, INC.

By:   
Name: JOHN N. PALME  
Title: V.P./CFO


AMERICAN PROMOTIONAL EVENTS  
OF FLORIDA, INC.

By:   
Name: JOHN N. PALME  
Title: V.P./CFO


AMERICAN PROMOTIONAL EVENTS  
OF SOUTH CAROLINA, INC.

By:   
Name: JOHN N. PALME  
Title: V.P./CFO


AMERICAN PROMOTIONAL EVENTS  
OF VIRGINIA, INC.

By:   
Name: JOHN N. PALME  
Title: V.P./CFO

AMERICAN PROMOTIONAL EVENTS  
OF OHIO, INC.

By:   
Name: JOHN N. PALME  
Title: V.P./CFO

AMERICAN PROMOTIONAL EVENTS  
OF INDIANA, INC.

By:   
Name: JOHN N. PALME  
Title: V.P./CFO

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is made as of December 15, 2000, by and among American Promotional Events of Alabama, Inc., an Alabama corporation ("Survivor"), American Promotional Events of Florida, Inc., a Florida corporation ("APE-FL"), American Promotional Events of South Carolina, Inc., a South Carolina corporation ("APE-SC"), American Promotional Events of Virginia, Inc., a Virginia corporation ("APE-VA"), American Promotional Events of Ohio, Inc., an Ohio corporation ("APE-OH"), and American Promotional Events of Indiana, Inc., an Indiana corporation ("APE-IN"). Herein APE-FL, APE-SC, APE-VA, APE-OH and APE-IN are referred to collectively as the "Merged Corporations."

### WITNESSETH

Survivor and each of the Merged Corporations is a wholly-owned subsidiary of American Promotional Events, Inc., an Alabama corporation.

The Merged Corporations desire to merge with and into Survivor pursuant to the provisions of applicable state law.

NOW THEREFORE, in consideration of the covenants and conditions contained herein, the parties agree as follows:

1. Effective as of the later of (i) close of business December 31, 2000, or (ii) the filing of the Articles of Merger required by law, each of the Merged Corporations shall be merged with and into Survivor. Survivor shall be the surviving corporation of the merger.
2. All of the issued and outstanding shares of each of the Merged Corporations shall be canceled as a result of the merger.
3. By reason of the merger, legal and equitable title to all assets of each of the Merged Corporations shall vest in Survivor.
4. By reason of the merger, all liabilities of each of the Merged Corporations shall become liabilities of Survivor.
5. The merger of the Merged Corporations with and into Survivor is intended to be tax-free under the applicable Federal and state income tax laws.
6. The Articles of Incorporation and Bylaws of Survivor shall remain the Articles of Incorporation and Bylaws of Survivor following the merger and shall not be changed by reason of the merger.
7. The directors and officers of Survivor shall remain the directors and officers of Survivor

following the merger and shall not be changed by reason of the merger.

Done this 15<sup>th</sup> day of December, 2000.

American Promotional Events of Alabama, Inc.

By: 

Name: JOHN N. PALME

Title: V.P./CFO

American Promotional Events of South  
Carolina, Inc.

By: 

Name: JOHN N. PALME

Title: V.P./CFO

American Promotional Events of Ohio, Inc.

By: 

Name: JOHN N. PALME

Title: V.P./CFO

American Promotional Events of Florida, Inc.

By: 

Name: JOHN N. PALME

Title: V.P./CFO

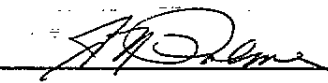
American Promotional Events of Virginia,  
Inc.

By: 

Name: JOHN N. PALME

Title: V.P./CFO

American Promotional Events of Indiana,  
Inc.

By: 

Name: JOHN N. PALME

Title: V.P./CFO