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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Professional Package Company

| | |
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Merger

7/30/04 DC

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------------------------|---------------------|--|
| <u>Professional Package Company</u> | <u>Ohio</u> | <u></u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------------------------|---------------------|--|
| <u>A-ROO Company of Florida, Inc.</u> | <u>Florida</u> | <u>P97000084607</u> |
| <u>A-ROO Company</u> | <u>Texas</u> | <u></u> |
| <u></u> | <u></u> | <u></u> |
| <u></u> | <u></u> | <u></u> |
| <u></u> | <u></u> | <u></u> |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 29, 2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 29, 2004

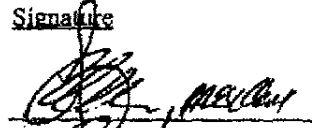
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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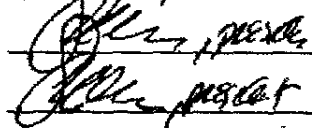
Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignatureTyped or Printed Name of Individual & Title

Professional Package Company

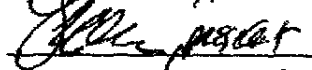


Scott R. Gilbert, President

A-ROO Company



Scott R. Gilbert, President

A-ROO Company of Florida,
Inc.

Scott R. Gilbert, President

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------------------------------|---------------------|
| <u>Professional Package Company</u> | <u>Ohio</u> |

The name and jurisdiction of each subsidiary corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------------------------|---------------------|
| <u>A-ROO Company of Florida, Inc.</u> | <u>Florida</u> |
| <u>A-ROO Company</u> | <u>Texas</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- (a) Every share of Common Stock of A-ROO Company and of A-ROO Company of Florida, Inc. outstanding at the time the merger becomes effective shall, immediately prior to the time the merger becomes effective, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and cease to exist, without any conversion thereof.
- (b) Each share of common stock of A-ROO Company and A-ROO Company of Florida, Inc. held in A-ROO Company and A-ROO Company of Florida, Inc., respectively, treasury immediately prior to the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.
- (c) The shareholders of Professional Package Company immediately prior to the time the merger becomes effective shall be the shareholders of the surviving corporation after the time the merger becomes effective.

(Attach additional sheets if necessary)