

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
248-1234 • 904-342-8062 • Fax (850) 222-1222

**P98000061994**

Harman Products Inc.  
into  
Chadco Enterprises, Inc.

300003952553--7  
-04/03/01--01009--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

☒ Merger Art of Inc. File  
☐ LTD Partnership File  
☐ Foreign Corp. File  
☐ L.C. File  
☐ Fictitious Name File  
☐ Trade/Service Mark  
☒ Merger File  
☐ Art. of Amend. File  
☐ RA Resignation  
☐ Dissolution / Withdrawal  
☐ Annual Report / Reinstatement  
☐ Cert. Copy  
☒ Photo Copy  
☐ Certificate of Good Standing  
☐ Certificate of Status  
☐ Certificate of Fictitious Name  
☐ Corp Record Search  
☐ Officer Search  
☐ Fictitious Search  
☐ Fictitious Owner Search  
☐ Vehicle Search  
☐ Driving Record  
☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ Courier

FILED  
01 APR -4 PM 12:26  
RECEIVED  
01 APR -3 AM 10:15  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

\*00789, 02277, 00672

Signature \_\_\_\_\_

Requested by: DL

4301

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

HARMAR PRODUCTS, INC., a Florida corporation 336016

INTO

**CHADCO ENTERPRISES, INC.**, a Florida entity, P98000061994.

File date: April 4, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 3, 2001

Capital Connection, Inc.  
417 E. Virginia St.  
Suite 1  
Tallahassee, FL 32301

SUBJECT: CHADCO ENTERPRISES, INC.  
Ref. Number: P98000061994

We have received your document for CHADCO ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 401A00019768

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 APR -4 AM 11:58  
NOT RETURNED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

*Corrected*

ARTICLES OF MERGER OF  
HARMAR PRODUCTS, INC.  
a Florida corporation  
INTO  
CHADCO ENTERPRISES, INC.  
a Florida corporation

FILED  
01 APR -4 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to §607.1105 of the Florida Statutes, the undersigned corporations, Harmar Products, Inc., a Florida corporation, and Chadco Enterprises, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Harmar Products, Inc., a Florida corporation, into Chadco Enterprises, Inc., a Florida corporation.

1. Plan of Merger. The Plan of Merger setting forth the terms and conditions of the merger of Harmar Products, Inc., a Florida corporation, into Chadco Enterprises, Inc., a Florida corporation, is **attached** to these Articles as an exhibit and is hereby incorporated herein by this reference.


2. Adoption of Plan by Harmar Products, Inc. The Plan of Merger was approved in a writing executed by all of the directors and shareholders of Harmar Products, Inc., a Florida corporation, in lieu of special meetings for that purpose, such writing dated as of March 31, 2001.

3. Adoption of Plan by Chadco Enterprises, Inc. The Plan of Merger was approved in a writing executed by all of the directors and shareholders of Chadco Enterprises, Inc., a Florida corporation, in lieu of special meetings for that purpose, such writing dated as of March 31, 2001.

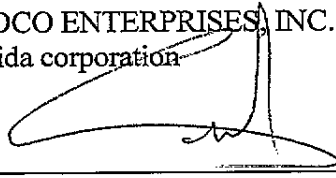
4. Effective Date. The Plan of Merger shall be effective on filing these Articles with the Florida Department of State (the "Effective Date").

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles  
to be signed as of the Effective Date hereinabove set forth.

HARMAR PRODUCTS, INC.,  
a Florida corporation

By:   
ROBERT WILLIAMS  
Its: President

CHADCO ENTERPRISES, INC.,  
a Florida corporation

By:   
CHAD WILLIAMS  
Its: President

246735

## PLAN OF MERGER

This Plan of Merger (the "Plan") is agreed to by CHADCO ENTERPRISES, INC., a Florida corporation, and HARMAR PRODUCTS, INC., a Florida corporation, the corporations being sometimes hereafter collectively referred to as the "Constituent Corporations."

In consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Background. The respective Boards of Directors of the Constituent Corporations deem it advisable that Harmar Products, Inc., a Florida corporation, (the "Disappearing Corporation") be merged with and into Chadco Enterprises, Inc., a Florida corporation, (the "Surviving Corporation") and desire to merge the two corporations under the laws of the State of Florida.

2. Agreement to Merge. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

3. Name of Merged Corporation. The name of the Surviving Corporation shall be "CHADCO ENTERPRISES, INC. "

4. Place of Office of Surviving Corporation. The place in Florida where the principal office of the Surviving Corporation is to be located is 2075 47<sup>th</sup> Street, Sarasota, Florida 34234.

5. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed under Florida law.

6. Authorized Shares of Surviving Corporation. The present number of shares which the Disappearing Corporation is authorized to issue is 1,000 shares of common stock having a per share par value of \$10.00, of which 75 shares are now issued and outstanding. The present number of

shares which the Surviving Corporation is authorized to issue is 7,500 shares of common stock having a per share par value of \$1.00, of which 100 shares are now issued and outstanding.

7. First Directors. The directors of the Surviving Corporation after the merger shall be Robert Williams and Chad Williams until their successors are duly elected or designated after the effective date of the merger.

8. Mode of Effecting Merger. The mode of carrying the merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows: Each shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Corporation during the period beginning on the date of this agreement and ending at 11:59 p.m. on the Effective Date. Upon surrender to the Surviving Corporation of the respective certificates for outstanding shares of the Disappearing Corporation, there shall be issued to the respective holders hereof, in substitution therefore, certificates for fully paid and nonassessable common shares of the Surviving Corporation, as follows:

<u>Shareholder</u>	<u>No. Shares Owned in Disappearing Corporation</u>	<u>No. Shares Issued in Surviving Corporation</u>
ROBERT C. WILLIAMS	37-1/2	41
ROBERT C. WILLIAMS and LIN WILLIAMS, husband and wife	37-1/2	41

9. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation.

10. Articles of Incorporation. The Articles of Incorporation of Chadco Enterprises, Inc., a Florida corporation, shall continue to be the articles of the Surviving Corporation, until amended as provided by law.

11. Bylaws. The Bylaws of Chadco Enterprises, Inc., a Florida corporation, shall be the Bylaws of the Surviving Corporation, until amended as provided by law.

12. Right of Corporation to Repurchase Its Shares. The Surviving Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Surviving Corporation and the shareholder and shareholders desiring to sell such shares to the Corporation.

13. Effective Date of Merger. The merger of the Constituent Corporations shall become effective on filing the Articles of Merger (the "Effective Date").

14. Directors' Rights to Abandon Merger. The Board of Directors of each of the Constituent Corporations shall have the power of its discretion to abandon the merger provided for herein prior to the filing of this Plan provided such Corporation has such power under the law applicable to it prior to the Effective Date.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations, on the dates indicated below.

CHADCO ENTERPRISES, INC.,  
a Florida corporation

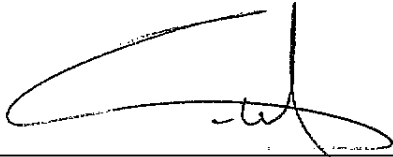
By: 

CHAD WILLIAMS, President


Dated: April 2, 2001



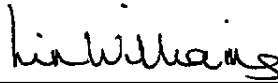
(CORPORATE SEAL)

  
\_\_\_\_\_  
CHAD WILLIAMS, Secretary  
Dated: April 2, 2001

HARMAR PRODUCTS, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
ROBERT WILLIAMS, President  
Dated: April 2, 2001

(CORPORATE SEAL)

  
\_\_\_\_\_  
LIN WILLIAMS, Secretary  
Dated: April 2, 2001

CERTIFICATE

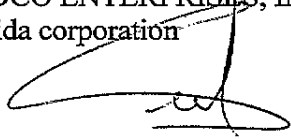
I, CHAD WILLIAMS, in my capacities as President and Secretary of CHADCO ENTERPRISES, INC., a Florida corporation, do hereby certify:

1. That, pursuant to the provisions of Florida Statutes Chapter 607, the Directors of Chadco Enterprises, Inc., a Florida corporation, consented in writing on March 31, 2001 to the adoption of the foregoing Plan of Merger.

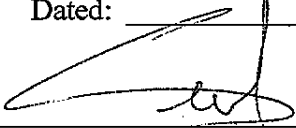
2. That, pursuant to the provisions of Florida Statutes Chapter 607, all of the stockholders of Chadco Enterprises, Inc., a Florida corporation, consented in writing on March 31, 2001, to the adoption of the foregoing Plan of Merger and authorized the President and Secretary of said corporation to execute the agreement on its behalf.

EXECUTED on the dates indicated below.

CHADCO ENTERPRISES, INC.,  
a Florida corporation

By:   
CHAD WILLIAMS, President  
Dated: \_\_\_\_\_, 2001

(CORPORATE SEAL)

  
CHAD WILLIAMS, Secretary  
Dated: \_\_\_\_\_, 2001

CERTIFICATE

We, ROBERT WILLIAMS and LIN WILLIAMS, in our capacities as President and Secretary of HARMAR PRODUCTS, INC., a Florida corporation, do hereby certify:

1. That, pursuant to the provisions of Florida Statutes Chapter 607, the Directors of Harmar Products, Inc., a Florida corporation, consented in writing on March 31, 2001 to the adoption of the foregoing Plan of Merger.

2. That, pursuant to the provisions of Florida Statutes Chapter 607, all of the stockholders of Harmar Products, Inc., a Florida corporation, consented in writing on March 31, 2001, to the adoption of the foregoing Plan of Merger and authorized the President and Secretary of said corporation to execute the agreement on its behalf.

EXECUTED on the dates indicated below.

HARMAR PRODUCTS, INC.,  
a Florida corporation

By: \_\_\_\_\_

ROBERT WILLIAMS, President

Dated: \_\_\_\_\_, 2001

\_\_\_\_\_  
Lin Williams

LIN WILLIAMS, Secretary

Dated: \_\_\_\_\_, 2001

(CORPORATE SEAL)

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