

Division of Corporations

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P98000104030

Florida Department of State
Division of Corporations
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From: Account Name : ANNIS MITCHELL COCKEY EDWARDS & ROEHN, P.A.
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**PMBA BEVERAGES, INC.**

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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File No.: 8009.001
Client: PMBA, Inc.
Atty: BDGreen

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*Merger**12/23/98**DC*

ARTICLES OF MERGER
Merger Sheet

MERGING:

PMBA, INC., a Missouri corporation, F93000002803

INTO

PMBA BEVERAGES, INC. which changed its name to

PMBA, INC., a Florida corporation, P98000104030

File date: December 23, 1998, effective January 1, 1999

Corporate Specialist: Darlene Connell

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ARTICLES AND PLAN OF MERGER**OF****PMBA BEVERAGES, INC., A FLORIDA CORPORATION****AND****PMBA, INC., A MISSOURI CORPORATION****EFFECTIVE DATE**
1-1-99**FILED**
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to the authority of the Florida Business Corporation Act and the laws of the State of Missouri, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1

The parties to these Articles and Plan of Merger are PMBA, Inc., a Missouri corporation (hereinafter referred to as the "absorbed corporation"), and PMBA Beverages, Inc., a Florida corporation (hereinafter referred to as the "surviving corporation").

ARTICLE 2

The absorbed corporation shall merge with and into the surviving corporation, and the surviving corporation shall assume the name of the absorbed corporation, that being PMBA, Inc.

ARTICLE 3

These Articles and Plan of Merger were duly adopted and approved by the board of directors and shareholders of the absorbed corporation and surviving corporation, respectively, in each case by a special meeting of all directors and all shareholders of each respective corporation, on December 22, 1998, by a vote of the shareholders and directors of the absorbed corporation and surviving corporation as required by the laws of the state of incorporation of the absorbed corporation and the surviving corporation, respectively.

ARTICLE 4

The Plan of Merger is as follows:

4.1 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.

4.2 The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation are as follows:

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4.2.1 Each share of the common stock of the absorbed corporation issued and outstanding on the effective date of the Merger shall be converted into one (1) share of common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the Merger.

4.2.2 The conversion shall be effected as follows: After the effective date of the Merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interest, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

4.2.3 Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the Merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

4.3 The Articles of Incorporation of the surviving corporation, as in effect on the effective date of the Merger, shall continue in full force and effect and shall not be changed or amended by the Merger.

4.4 The surviving corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereinafter prescribed by statute, and rights conferred on officers, directors, or stock holders herein are subject to this reservation.

4.5 The bylaws of the surviving corporation, as such bylaws exist on the effective date of the Merger, shall remain and be the bylaws of the surviving corporation, until altered, amended, or repealed, or until new bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

4.6 The officers and directors of the surviving corporation immediately prior to the effective date of the Merger shall continue to serve as officers and directors of the surviving corporation after the effective date of the Merger and until their successors have been elected or appointed and qualified.

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4.7 Neither of the constituent corporations shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the law of the State of Florida and the State of Missouri to consummate this Merger.

4.8 The surviving corporation and the absorbed corporation adopt these Articles and Plan of Merger as a Plan of Reorganization and agree to effect this Merger in accordance with the applicable laws of the State of Florida and the State of Missouri and the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

4.9 The effective date of the Merger shall be January 1, 1999.

IN WITNESS WHEREOF, the undersigned have caused their respective corporate names to be signed hereby by their respective presidents and secretaries, thereunto duly authorized by the respective boards of directors and shareholders of each corporation, on the 22nd day of December, 1998.

PMBA Beverages, Inc., a Florida Corporation

By: Michael M. Mitchell
Michael M. Mitchell, President

Attest: Michael M. Mitchell
Michael M. Mitchell, Secretary

PMBA, Inc., a Missouri Corporation

By: Michael M. Mitchell
Michael M. Mitchell, President

Attest: Michael M. Mitchell
Michael M. Mitchell, Secretary