

999000007474

Glenn A. Morton, EA, ATA, CFE  
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Naples, Fl. 34112  
941-775-8588  
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100002937241--3  
-07/21/99--01025--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

July 19, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
99 AUG -3 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: KAP Marketing, Inc. and Encore Management Group, Inc. merger.

Enclosed please find Articles of Merger for the two above named corporations.  
We are enclosing a check for both for \$70.00.

Sincerely,

*Glenn A. Morton*

Glenn A. Morton, EA

*Glenn A. Morton*  
AUTHORIZATION BY PHONE TO  
CORRECT DATE ADOPTED BY SUSAN WOS - 6/1/99  
8-3  
OCG

*Meper*  
8/3

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ENCORE MANAGEMENT GROUP, INC., a Florida corporation, document  
number P96000031496

INTO

**KAP MARKETING, INC.**, a Florida corporation, P99000007474.

File date: August 3, 1999

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 26, 1999

GLENN A. MORTON, EA  
2430 SHADOWLAWN DR.  
SUITE SEVEN  
NAPLES, FL 34112

SUBJECT: KAP MARKETING, INC.  
Ref. Number: P99000007474

We have received your document for KAP MARKETING, 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):

KAP MARKETING, INC. IS THE SURVIVING CORPORATION. THIS NAME SHOULD NOT APPEAR IN PART SECOND OF THE ARTICLES OF MERGER NOR SHOULD IT APPEAR IN PART SECOND OF THE PLAN OF MERGER.

IN PART FOURTH THE EFFECTIVE DATE CAN NOT BE BEFORE THE DATE OF FILING. IT CAN ONLY BE 90 DAYS IN THE FUTURE. PERHAPS THIS SHOULD BE LEFT BLANK. THE DATE OF FILING IN THIS OFFICE WOULD THEN BE THE EFFECTIVE DATE.

PLEASE READ CAREFULLY AND COMPLETE ONE STATEMENT IN PART FIFTH.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 699A00038051

# **PLAN OF MERGER**

**(Non-Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

KAP MARKETING, INC.

Florida

**Second:** The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

ENCORE MANAGEMENT GROUP, INC

Florida

KAP MARKETING, INC.

Florida

FILED  
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**Third:** The terms and conditions of the merger are as follows:

On 07/01/99 Encore Management Group, Inc. & KAP Marketing, Inc. will merge and become wholly owned by KAP Marketing, Inc. All Assets and stock will be transferred to KAP Marketing, Inc. effective 07/01/99.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

# **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 are:

Name

Jurisdiction

KAP MARKETING, INC.

Florida

**Second:** The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

ENCORE MANAGEMENT GROUP, INC.

Florida

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 6/1/99  
X 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 06/01/99.

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)*

Typed or Printed Name of Individual & Title

Kathleen Robbins -President

Paula Pritchard -V.President

Kathleen Robbins -President

Paula Pritchard -V.President