

P99000013316

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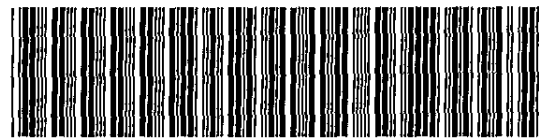
(Business Entity Name)

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merger

09/21/04---01002--023 **70.00

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04 SEP 20 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

*Ad
9/21/04*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 886998 4310537

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 15, 2004

ORDER TIME : 2:29 PM

ORDER NO. : 886998-005

CUSTOMER NO: 4310537

CUSTOMER: Bernard C. O'Neill, Jr., Esq
O'Neill, Liebman & Cooper,
Suite 320
2699 Lee Road
Orlando, FL 32789

ARTICLES OF MERGER

CCBL, INC.

INTO

EXCEPTIONAL ADVERTISING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
(Profit Corporations)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Exceptional Advertising, Inc.	Florida	P99000013316

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CCBL, Inc.	Florida	P99000105387

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 September 13, 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 September 13, 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)

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:

<u>Name</u>	<u>Jurisdiction</u>
Exceptional Advertising, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
CCBL, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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

Of the One Hundred (100) outstanding shares of common stock, par value of One (\$1.00) Dollar per share of Exceptional Advertising, Inc., entitled to vote as a class on the agreement, the holders of all of those shares voted in favor of and authorized the agreement in accordance with Section 607.221 of the Act.

Of the Two Thousand (2,000) outstanding shares of common stock, par value of One (\$1.00) Dollar per share, of CCBL, Inc., entitled to vote as a class on the agreement, the holders of all of these shares have voted in favor of and authorized the agreement in accordance with Section 607.221 of the Act.

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:

SEE ATTACHED EXHIBIT "A"

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

SEE ATTACHED EXHIBIT "B"

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

EXHIBIT "A" TO PARAGRAPH FOURTH OF PLAN OF MERGER OF
EXCEPTIONAL ADVERTISING, INC.
AND
CCBL, INC.

All of the outstanding shares of common stock of Exceptional Advertising, Inc. and all of the outstanding shares of common stock of CCBL, Inc. shall be surrendered and cancelled by the respective corporations pursuant to the merger, the surviving corporation shall issue common stock to its shareholders in whole or in fractional shares equal to the percentage ownership of the surviving corporation set forth below:

Bradley Cooper	29.167%
Roy Cooper	29.167%
Robert Redman	12.500%
Legg Grandchildren Trust f/b/o Karna Kaelyn Walker, III under trust dated 9/2/97	9.722%
Legg Grandchildren Trust f/b/o Grace Karli Walker under trust dated 9/2/97	9.722%
Legg Grandchildren Trust f/b/o Kyle Walker under trust dated 9/2/97	9.722%

EXHIBIT "B" TO PLAN OF MERGER OF
EXCEPTIONAL ADVERTISING, INC. AND
CCBL, INC.

BE IT FURTHER RESOLVED that Article IV of the Articles of Incorporation of Exceptional Advertising, Inc. dated February 3, 1999 be amended as follows:

The present language of Article IV (Entitled "Capital Stock") of the Articles of Incorporation of Exceptional Advertising, Inc. which reads:

"The aggregate number of shares which the Corporation has authority to issue is One Hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share"

shall be deleted.

The following language shall be substituted into said Article IV:

"The aggregate number of shares which the Corporation has authority to issue is Seven Thousand Five Hundred (7,500), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share."