

Division of Corporations

Page 1 of 1

P99000017467

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000006102 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

## To:

Division of Corporations  
Fax Number : (850) 922-4000

## From:

Account Name : MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA  
Account Number : 105543000740  
Phone : (904) 798-3700  
Fax Number : (904) 798-3730

## MERGER OR SHARE EXCHANGE

WINTERSILKS OF JACKSONVILLE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Merger

Electronic Filing Menu

Corporate Filing

Public Access Help

03-15-99

DC

RECEIVED

99 MAR 15 AM 11:02

DIVISION OF CORPORATIONS

99 MAR 15 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

WINTERSILKS, INC., a Wisconsin corporation not qualified to transact business  
in the State of Florida.

INTO

**WINTERSILKS OF JACKSONVILLE, INC.,** a Florida corporation,  
P99000017467.

File date: March 15, 1999

Corporate Specialist: Darlene Connell

H99000006102

ARTICLES OF MERGER

of

WINTERSILKS, INC., a Wisconsin corporation

into

WINTERSILKS OF JACKSONVILLE, INC., a Florida corporation

Pursuant to Section 607.1107 of the Florida Business Corporation Act and Section 180.1107 of the Wisconsin Business Corporation Law, the following Articles of Merger are adopted by WinterSilks of Jacksonville, Inc., ("WSJ"), a Florida corporation, and WinterSilks, Inc. ("WinterSilks"), a Wisconsin corporation.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between WSJ and WinterSilks is attached hereto as Exhibit A and incorporated herein by reference.

2. Pursuant to the Plan of Merger, WinterSilks shall be merged with and into WSJ and WSJ shall be the surviving corporation.

3. The Merger Agreement was approved by the shareholders of WinterSilks and by the shareholders of WSJ, in each case effective as of on February 26, 1999, in accordance with each corporation's articles of incorporation, bylaws and applicable law.

Prepared by W. Hamilton Traylor, Esq.  
Milam Otero Larsen Dawson & Traylor, P.A.  
50 North Laura Street, Suite 2750  
Jacksonville, Florida 32202  
(904) 798-3700  
Fla. Bar No. 0334091

FILED  
99 MAR 15 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H99000006102

H99000006102

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 26<sup>th</sup> day of February, 1999.

WINTERSILKS, INC.

By: Daryle V. Scott  
Daryle V. Scott, Vice-President

WINTERSILKS OF JACKSONVILLE, INC.

By: Daryle V. Scott  
Daryle V. Scott, President

H99000006102

EXHIBIT A

H99000006102

AGREEMENT AND PLAN OF MERGER OF

WinterSilks, Inc.,  
a Wisconsin Corporation

with and into

WinterSilks of Jacksonville, Inc.,  
a Florida Corporation

This Agreement and Plan of Merger, dated as of February 26, 1999, made by and between WinterSilks of Jacksonville, Inc., a Florida corporation ("WSJ"), and WinterSilks, Inc., a Wisconsin corporation ("WinterSilks" and, collectively with WSJ, the "Constituent Corporations").

WITNESSETH:

WHEREAS, WinterSilks, pursuant to and in accordance with the Plan of Reorganization ("Plan of Reorganization") approved by the U.S. Bankruptcy Court, Western District of Wisconsin, in connection with that proceeding under Chapter 11 of the United Bankruptcy Code in that certain case styled *In re: Wintersilks, Inc.*, Case No. 98-22887, desires to merge with and into WSJ with WSJ being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, the respective Board of Directors of the Constituent Corporations have determined it to be in their best interests to effect the Merger, as contemplated by the Plan of Reorganization and the Plan, all in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 180.1107 of the Wisconsin Business Corporation Law (respectively, the "Florida Act" and the "Wisconsin Act").

NOW THEREFORE, in consideration of \$10.00 in hand paid of the mutual agreements, covenants, and provisions contained herein, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

ARTICLE I  
THE MERGER

1. The term "Effective Date" shall mean the later of (a) the date the Articles of Merger are filed with the State of Wisconsin, Department of Financial Institutions, in accordance with Section 180.0123(1) of the Wisconsin Act or (b) the date the Articles of Merger are filed with the State of Florida, Department of State.

H99000006102

H99000006102

2. On the Effective Date, WinterSilks shall be merged with and into WSJ. The separate existence of WinterSilks shall cease as of the Effective Date and the existence of WSJ shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private, nature and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

## **ARTICLE II EFFECTS OF THE MERGER**

As of the Effective Date, WSJ shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of WinterSilks, and shall be responsible and liable for all liabilities and obligations of WinterSilks, all as more particularly set forth in Section 607.1106 of the Florida Act and as set forth in the Section 180.1106 of the Wisconsin Act.

## **ARTICLE III TERMS OF THE TRANSACTION: CONVERSION OF AND PAYMENT FOR SHARES: DISSENTERS RIGHTS**

1. Each share (or fraction thereof) of WinterSilks' common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share (or fraction thereof) of the presently authorized and unissued shares of the common stock of WSJ.

2. In accordance with Section 180.1008 of the Wisconsin Act, the shareholders of WinterSilks shall not be entitled to dissenters' rights in connection with the Merger, except as and to the extent provided in the Plan of Reorganization.

## **ARTICLE IV ASSIGNMENT**

If at any time WSJ shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in WSJ, the title to any property or rights of WinterSilks' or to otherwise carry out the provisions hereof, the proper officers and directors of WSJ, as of and after the Effective Date, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in WSJ.

H99000006102

H99000006102

**ARTICLE V  
EXPENSES**

WSJ shall pay all expenses of accomplishing the Merger.

**ARTICLE VI  
MISCELLANEOUS**

WSJ hereby (a) agrees that it may be served with process in Wisconsin in any proceeding for the enforcement of any obligation of WinterSilks and in any proceeding for the enforcement of the rights of a dissenting stockholder of WinterSilks against WSJ, (b) WSJ irrevocably appoints the Wisconsin Secretary of State as its agent to accept service of process in any such proceeding, and (c) agrees that the Wisconsin Secretary of State may mail a copy of any process against WinterSilks that may be served on them to WinterSilks of Jacksonville, Inc., c/o MOTOLAW, Inc., 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

WINTERSILKS OF JACKSONVILLE,  
INC.

By:/s/ Daryle V. Scott  
Daryle V. Scott, President

WINTERSILKS, INC.

By:/s/ Chris Vig  
Chris Vig, President

H99000006102