

P99000042669

Requester's Name

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Pet Planet
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St. Petersburg FL 33704

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

FILED
02 JAN -2 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 10 2002

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

MONKEY DOG STAR, INC., a Florida entity, P00000090960.

INTO

PET PLANET, INC., a Florida entity, P99000042669.

File date: January 2, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
MONKEY DOG STAR, INC. (a Florida Corporation)
WITH AND INTO
PET PLANET, INC. (a Florida Corporation)


FILED
02 JAN -2 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1105 of the Florida Business Corporation Act, MONKEY DOG STAR, INC. (a Florida Corporation) and PET PLANET, INC. (a Florida Corporation), hereby execute and adopt the following Articles of Merger on this 29th day of December, 2001 and certify as follows:

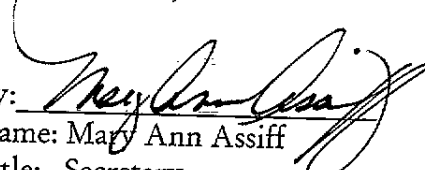
- First:** The name and jurisdiction of the **surviving** corporation:
PET PLANET, INC., a Florida Corporation
- Second:** The name and jurisdiction of each **merging** corporation:
MONKEY DOG STAR, INC., a Florida Corporation
- Third:** The Plan of Merger is attached.
- Fourth:** The merger shall become effective on December 31, 2001.
- Fifth:** The Plan of Merger was adopted by the Board of Directors and shareholders of the surviving corporation on December 29, 2001.
- Sixth:** The Plan of Merger was adopted by the Board of Directors and shareholders of the merging corporation(s) on December 29, 2001.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed on the date first written above.

MONKEY DOG STAR, INC.

By: 
Name: Mary Ann Assiff
Title: Secretary

PET PLANET, INC.

By: 
Name: Mary Ann Assiff
Title: Secretary

PLAN OF MERGER

This Plan of Merger is entered into this 29th day of December, 2001 between MONKEY DOGSTAR, INC. A Florida Corporation (the "Merger Corporation") and PET PLANET INC., a Florida Corporation (the "Company") in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

RECITALS

The Board of Directors and Shareholders of the Company and the Merger Corporation have determined that it is advisable and in the best interest of each such corporation and its respective shareholders the Merger Corporation be merged (the "Merger") with and into the Company on the terms and subject to the conditions set forth herein. The Company shall be the surviving corporation in the merger.

ARTICLE I

At the Effective time (as defined in Article V hereof), the Merger Corporation shall be merged with and into the Company in accordance with the Florida Business Corporation Act and the separate existence of Merger Corporation shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and the Bylaws of the Surviving Corporation.

C. At the Effective Time, the directors of the Company shall be the directors of the Surviving Corporation until their successors are duly elected and have qualified.

D. At the Effective Time, the officers of the Company shall be the officers of the Surviving Corporation until their successors are duly elected and have qualified.

ARTICLE III

Manner and Basis of Converting Shares

At the Effective Time, each share of common stock of Merger Corporation, which shall be issued and outstanding shall by virtue of the Merger and without and action on the part of the holder thereof, be automatically retired, and no shares of Merger Corporation common stock or

other securities of Merger Corporation shall be issued thereof.

ARTICLE IV
Effect of Merger

At the Effective Time, all property, rights, privileges, powers, assets and securities of the Company and Merger Corporation shall vest in the Surviving Corporation and all debts, liabilities, duties and obligations of the Company and Merger Corporation shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V
Effective Time

As used in this Agreement, the term "Effective Time" shall mean December 31, 2001.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed on the date first written above.

MONKEY DOG STAR, INC.

By: 
Name: Mary Ann Assiff
Title: Secretary

PET PLANET, INC.

By: 
Name: Mary Ann Assiff
Title: Secretary