

P99000063915

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200003007332-2  
-10/06/99-01058-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Jaymbee Marketing, Inc. (Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
99 OCT-6 PM 1:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
99 OCT-6 AM 11:38  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

When this merger was originally filed on 10/6/99 the database was not correctly updated to reflect that JAYMBEE MARKETING, INC. F94000005629 was merged into JAYMBEE MARKETING, INC., P99000063915. Database corrected 7/31/00 sp

Examiner's Initials

*[Signature]*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JAYEMBEE MARKETING, INC., a Ohio corporation, F94000005629

INTO

**JAYMBEE MARKETING, INC., a Florida entity, P99000063915**

File date: October 6, 1999

Corporate Specialist: Annette Ramsey

To: Department of State  
Tallahassee, Florida 32314

Date Paid:  
Filing Fee: \$

99  
FILED  
OCT - 8  
PM 1:35  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN  
CORPORATIONS  
INTO

JAYMBEE MARKETING, INC., a Florida corporation

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of Corporation	State of Corporation	EIN
JAYEMBEE MARKETING, INC.	Ohio	31-1178084
JAYMBEE MARKETING, INC.	Florida	

JAYMBEE MARKETING, INC., a Florida corporation is the surviving corporation.

2. The laws of the state under which the constituent foreign corporation is organized permit merger.

3. The name of the surviving corporation is JAYMBEE MARKETING, INC., a Florida corporation, and it is to be governed by the laws of the State of Florida.

4. The attached plan of merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized.

5. The merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.

Dated 8/30/99.

JAYEMBEE MARKETING, INC., an Ohio Corporation

By: John H. Leue

JAYMBEE MARKETING, INC., a Florida  
Corporation

By: John G. Lewe

STATE OF  
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared,  
John G. Lewe, as President of Jayembee Marketing, Inc., an Ohio  
corporation, to me well known, and who executed the foregoing  
instrument as subscribed thereto.

WITNESS my hand and official seal this 30th day of  
AUGUST, 1999.

Thomas M. O'Keefe  
Notary Public

My Commission expires:  
3/16/2004

STATE OF  
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared,  
John G. Lewe, as President of Jaymbee Marketing, Inc., a Florida  
corporation, to me well known, and who executed the foregoing  
instrument as subscribed thereto.

WITNESS my hand and official seal this 30th day of  
AUGUST, 1999.

Thomas M. O'Keefe  
Notary Public

My Commission expires:  
3/16/2004

### Plan of merger.

Plan of merger dated August 30, 1999 between JAYMBEE MARKETING, INC., a Florida corporation, referred to as the surviving corporation, and JAYEMBEE MARKETING, INC., a Ohio corporation, referred to as the absorbed corporation, and the Stockholders identified on the signature pages hereto (the Stockholders). The Stockholders are all of the holders of equity interests in the corporation.

### STIPULATIONS

A. JAYMBEE MARKETING, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2000 S. Ocean Dr., Suite 506, Ft. Lauderdale, FL 33316.

B. JAYMBEE MARKETING, INC. has a capitalization of 1,000 authorized shares of \$1.00 par value common stock, of which 200 shares are issued and outstanding.

C. JAYEMBEE MARKETING, INC., is a corporation organized and existing under the laws of the State of Ohio with its principal office at 6517 Ridge Circle, Cincinnati, OH 45213.

D. JAYEMBEE MARKETING, INC., has a capitalization of 1000 authorized shares of \$1.00 par value common stock, of which 200 shares are issued and outstanding.

E. The boards of directors of the constituent corporations and the Stockholders deem it desirable and in the best business interests of the corporations and their shareholders that JAYEMBEE MARKETING, INC., an Ohio corporation, be merged into JAYMBEE MARKETING, INC., a Florida corporation, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations and the Stockholders agree as follows:

Section One. Merger. JAYEMBEE MARKETING, INC., an Ohio corporation shall merge with and into JAYMBEE MARKETING, INC., a Florida corporation, which shall be the surviving corporation.

Section Two. Terms and Conditions. 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 then 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.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 par value common stock of JAYMBEE MARKETING, INC., an Ohio corporation, issued and outstanding on the effective date of the merger shall be converted into one share of the \$1.00 par value common stock of JAYMBEE MARKETING, INC., a Florida corporation, which shares of common stock of the surviving corporation shall then 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.

(b) 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 the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the 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 the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) 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 those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the

effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. 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 corporations may take all action necessary or appropriate under the laws of the State of Florida and the State of Ohio to consummate this merger.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Nine. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date. If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would not be in the best interests of either corporation.

Section Ten. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the constituent corporations by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors and by the Stockholders on the date first above written.

JAYMBEE MARKETING, INC.

[Corporate seals]

Attest:

Mary G. Leve

By:

John H. Leve

JAYEMBEE MARKETING, INC.

Attest:

By:

Mary G. Lewe

John G. Lewe

This Plan of Merger is hereby approved and adopted by the Stockholders of the constituent corporations and the officers of the Constituent corporations are authorized and directed to execute all documents and take any further action or may be deemed necessary advisable to carry out and accomplish the Plan of Merger.

Stockholders

FLORIDA:

John G. Lewe  
John G. Lewe  
Mary G. Lewe  
Mary G. Lewe

OHIO:

John G. Lewe  
John G. Lewe  
Mary G. Lewe  
Mary G. Lewe