

Holland + Knight LLP

Requestor's Name

315 So. Calhoun - S600

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City/State/Zip

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

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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

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99 AUG 24 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 24 AM 10:32
RECEIVED

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

EANGLER, LLC, a Florida Limited Liability Company, L98000003056

INTO

EANGLER, INC., a Florida corporation, P99000067416

File date: August 24, 1999

Corporate Specialist: Shawn Logan

ARTICLES OF MERGER

BETWEEN

eANGLER, INC.

AND

eANGLER, LLC

9990000 67416

L9800000 3056

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, eAngler, Inc., a Florida corporation ("Surviving Corporation") and eAngler, LLC, a Florida limited liability company ("Merging Company"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Company into the Surviving Corporation, which will be the surviving corporation (the "Merger").

ARTICLE I

The Plan of Merger, dated August 23, 1999, effecting the Merger of the Merging Company with and into the Surviving Corporation is attached hereto and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II

The effective date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of the State of Florida.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on August 23, 1999. The Plan of Merger was adopted by the Merging Company by unanimous written consent of its Board of Managers on August 23, 1999 and by the written consent of its members on August 23, 1999.

ARTICLE IV

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all the parties, notwithstanding that all the parties are not signatories to the original or the same counterpart.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this document as of the
23 day of August, 1999.

eANGLER, INC.

By: Michael B. Davis
Michael B. Davis, President

eANGLER, LLC

BY:

Michael B. Davis
Michael B. Davis, Member/Manager

Eric S. Obeck
Eric S. Obeck, Member/Manager

Mark E. Gauthier
Mark E. Gauthier, Member/Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

PLAN OF MERGER
BETWEEN eANGLER, LLC
AND eANGLER, INC.

eAngler, LLC, a Florida limited liability company ("*Merging Company*") and eAngler, Inc., a Florida Company ("*Survivor*"), hereby adopt the following Plan of Merger, dated August 23, 1999, pursuant to Section 607.1101 of the Florida Business Company Act and Section 608.438 of the Florida Limited Liability Company Act.

(a) The names of the companies planning to merge are:

- i) The name of the Survivor is eAngler, Inc., and
- ii) The name of the Merging Company is eAngler, LLC

(b) The effective time and date of the merger (the "Effective Date") shall be upon filing.

(c) The general terms and conditions of the merger are as follows:

On the Effective Date, the separate existence of Merging Company shall cease and Survivor shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Merging Company. Survivor shall thereafter be responsible and liable for all obligations of Merging Company, and neither the rights of the creditors nor any liens on the property of Merging Company shall be impaired by the merger.

(d) The manner and basis of converting the shares of each Company shall be as follows:

On the Effective Date, by virtue of the merger, the membership interests in eAngler, LLC as of the Effective Date shall be converted into and become 862,653 fully paid and non-assessable shares of common stock, \$.001 par value per share, of the Survivor, issueable to the holders of those interests pro rata based on each such holder's membership interest as of that date. The membership interest of each holder in the Merging Company and the amount of shares of common stock of the Survivor to be received by each holder are as follows:

<u>Name of Holder</u>	<u>Membership Interest in Merging Company</u>	<u>Shares</u>
Charles H. Mulfinger, II	56%	466,286
Michael B. Davis	28%	233,143
Eric S. Obeck	8%	66,612
Mark E. Gauthier	8%	66,612

(e) The Board of Directors/Managers of each Company party to the Merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.

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