

Document Number Only

P99000110244

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

100003088901--7

-01/05/00--01047--025

***630.00 ***105.00

EFFECTIVE DATE

T.T. Holdings, Inc.

into:

T.T. Holdings, Inc.

Merger

99 DEC 30 PM 3:14
TALLAHASSEE, FLORIDA

FILED

- ☐ Profit ☐ Amendment ☒ Merger
☐ NonProfit ☐ Limited Liability Company ☐ Foreign ☐ Dissolution/Withdrawal ☐ Mark
☐ Limited Partnership ☐ Annual Report ☐ Other
☐ Reinstatement ☐ Fict. Filing ☐ Change of R.A.
☐ Limited Liability Partnership ☐ Fict. Filing Cancel ☐ UCC-1 UCC-3
☐ Certified Copy ☐ Photo Copies ☐ CUS
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Thanks, Melanie ☺

Dec. 30, 1999

C. TAX
FILING 105.00
PAGE FEE
TOTAL 105.00

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

T.T. BEAR VALLEY, INC., a Colorado corporation not authorized to transact
business in FL

T.T. LITTLETON, INC., a Colorado corporation not authorized to transact
business in FL

,

INTO

T.T. HOLDINGS, INC., a Florida entity, P99000110244.

File date: December 30, 1999 , effective December 31, 1999

Corporate Specialist: Annette Ramsey

12/31/99
ARTICLES OF MERGER

Pursuant to §607.227 of the Florida General Corporation Act (the "Act"), T.T. HOLDINGS, INC., a Florida corporation, adopts the following Articles of Merger for the purpose of merging T.T. BEAR VALLEY, INC. and T.T. LITTLETON, INC., each of the foregoing being Colorado corporations, into T.T. HOLDINGS, INC., the latter of which is to survive the Merger;

ARTICLE I

That certain plan of Merger (the "Plan") dated December 27, 1999, attached and made a part of this instrument, was duly approved by the Resolution of the Board of Directors of T.T. HOLDINGS, INC., on December 27, 1999. The plan or merger was approved by the shareholders of all the corporations on December 29, 1999.

ARTICLE II

The effective date of the Merger is December 31, 1999.

ARTICLE III

T.T. HOLDINGS, INC. adopted the Plan of Merger on December 27, 1999, by a vote of the Board of Directors.

Each of T.T. BEAR VALLEY, INC. and T.T. LITTLETON, INC., adopted a Plan on December 27, 1999, by a vote of the Board of Directors.

T.T. HOLDINGS, INC., a Florida corporation

By Alfred R. Novas President
its President or Vice President and
Ira L. Young Secretary
its Secretary or Assistant Secretary

(CORP. SEAL)

T.T. BEAR VALLEY, INC., a Colorado corporation

By Alfred R. Novas President
its President or Vice President and
Ira L. Young Secretary
its Secretary or Assistant Secretary

(CORP. SEAL)

T.T. LITTLETON, INC., a Colorado corporation

By Alfred R. Novas President
its President or Vice President and
Ira L. Young Secretary
its Secretary or Assistant Secretary

(CORP. SEAL)

PLAN OF MERGER

T.T. HOLDINGS, INC., a Florida corporation, T.T. BEAR VALLEY, INC., a Colorado corporation, and T.T. LITTLETON, INC., a Colorado corporation, hereby adopt the following Plan of Merger pursuant to § 607.1101, Fla. Stat. (1998).

1. Names of the corporations planning to merge are:

T.T. BEAR VALLEY, INC.
T.T. LITTLETON, INC.

2. Name of surviving corporation is:

T.T. HOLDINGS, INC.

3. The terms and conditions of the Merger are:

On the effective date of the Merger, there will cease to be a separate existence of the privileges, immunities, and franchises, and all of the property, real, personal, and mixed; of each of T.T. BEAR VALLEY, INC. and T.T. LITTLETON, INC., without the necessity for any separate transfer. T.T. HOLDINGS, INC. shall thereafter be responsible and liable for all liabilities and obligations of T.T. BEAR VALLEY, INC. and T.T. LITTLETON, INC., and neither the rights of creditors nor any liens on the property of T.T. BEAR VALLEY, INC. or T.T. LITTLETON, INC. shall be impaired by the Merger.

4. Conversion of Shares. The manner and basis of converting the shares of T.T. BEAR VALLEY, INC. and T.T. LITTLETON, INC. into shares of T.T. HOLDINGS, INC., is as follows:

- (a) Each share of the common stock of T.T. BEAR VALLEY, INC. and T.T. LITTLETON, INC., issued and outstanding on the effective date of the Merger, shall be converted into • 1 shares of the common stock of T.T. HOLDINGS, INC., which shares of common stock of T.T. HOLDINGS, INC. shall thereupon be issued and outstanding. However, in no event shall fractional shares of T.T. HOLDINGS, INC. be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of T.T. BEAR VALLEY, INC. or T.T. LITTLETON, INC. 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 effective as follows: After the effective date of the Merger, each holder of certificates for shares of common stock in T.T. BEAR

VALLEY, INC. and/or T.T. LITTLETON, INC., shall surrender them to T.T. HOLDINGS, INC., or its duly appointed agent, in such manner as T.T. HOLDINGS, INC. shall legally require. On receipt of such share certificates, T.T. HOLDINGS, INC. shall issue and exchange therefor certificates for shares of common stock in T.T. HOLDINGS, INC., representing the number of shares of such stock to which such holder is entitled as provided above. T.T. HOLDINGS, INC. 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 such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

- (c) Holders of certificates of common stock of T.T. BEAR VALLEY, INC. and/or T.T. LITTLETON, INC. shall not be entitled to dividends payable on shares of stock in T.T. HOLDINGS, INC. until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of T.T. HOLDINGS, INC., issuable to them hereunder which may have been declared and paid between the effective date of the Merger and the issuance to such stockholder of the certificate for such stockholder's shares in T.T. HOLDINGS, INC.

- 5. Changes in Articles of Incorporation. The Articles of Incorporation of T.T. HOLDINGS, INC., shall continue to be its Articles of Incorporation following the effective date of the Merger.
- 6. Changes in Bylaws. The Bylaws of T.T. HOLDINGS, INC., shall continue to be its Bylaws following the effective date of the Merger.
- 7. Directors and Officers. The Directors and Officers of T.T. HOLDINGS, INC. on the effective date of the Merger, shall continue as the Directors and Officers of T.T. HOLDINGS, INC. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.
- 8. Prohibited Transactions. Neither T.T. BEAR VALLEY, INC., T.T. LITTLETON, INC. nor T.T. HOLDINGS, INC. 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 T.T. BEAR VALLEY, INC., T.T. LITTLETON, INC. or T.T. HOLDINGS, INC. may take all action necessary to appropriate under the laws of the State of Florida and the State of Colorado to consummate this Merger.
- 9. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders of the T.T. BEAR VALLEY, INC., T.T. LITTLETON, INC. and T.T. HOLDINGS, INC. in the manner provided by the applicable laws of the State of Florida and the State of Colorado at meetings to be held on or before December

31, 1999, or at such other time as to which the Boards of Directors of T.T. BEAR VALLEY, INC., T.T. LITTLETON, INC., and T.T. HOLDINGS, INC., may agree.

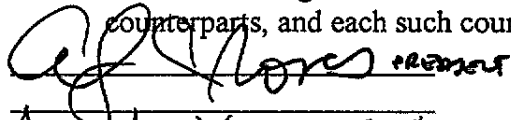
10. Effective Date of Merger. The effective date of this Merger shall be the date when Articles of Merger are filed by the Florida Department of State.

11. Abandonment of Merger. This Plan of Merger may be abandoned by action of the Board of Directors of either T.T. HOLDINGS, INC., T.T. BEAR VALLEY, INC., or T.T. LITTLETON, INC. at any time prior to the effective date on the happening of either of the following events:

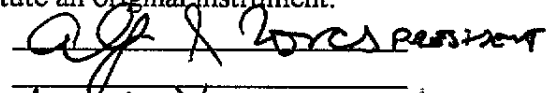
(a) If the Merger is not approved by the Stockholders of either T.T. HOLDINGS, INC., T.T. BEAR VALLEY, INC. or T.T. LITTLETON, INC., on or before December 31, 1999.

(b) If, in the judgment of the Board of Directors of either T.T. HOLDINGS, INC., T.T. BEAR VALLEY, INC., or T.T. LITTLETON, INC., the Merger would be impracticable because of the number of dissenting Stockholders asserting appraisal rights under the laws of the State of Florida or the laws of the State of Colorado.

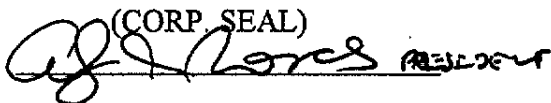
12. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

 Andrew Yang, President

As to the Board of Directors of
T.T. HOLDINGS, INC., a Florida
corporation

 Andrew Yang, President

As to the Board of Directors of
T.T. BEAR VALLEY, INC., a
Colorado corporation

(CORP. SEAL)
 Andrew Yang, President

As to the Board of Directors of
T.T. LITTLETON, INC., a
Colorado corporation

(CORP. SEAL)

(CORP. SEAL)