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Division of Corporations

LITVAK AND BEASLEY

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S25999

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CHECK-O-MAT CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$131.25

ARTICLES OF MERGER
Merger Sheet

MERGING:

CHECK-O-MAT CORPORATION, U.S.A. A FLORIDA ENTITY
CHECK-O-MAT, EMERALD COAST, LLC A FLORIDA ENTITY

INTO

CHECK-O-MAT CORPORATION, a Florida entity, S25999

File date: November 27, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 27, 2001

CHECK-O-MAT CORPORATION
120 CHATS WAY #1
SUITE 1
PENSACOLA, FL 32507

SUBJECT: CHECK-O-MAT CORPORATION
REF: S25999

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000116767
Letter Number: 301A00062889

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ARTICLES OF MERGER

between

**CHECK-O-MAT CORPORATION,
a Florida Corporation**

and

**CHECK-O-MAT CORPORATION, U.S.A.,
a Florida Corporation**

and

**CHECK-O-MAT, EMERALD COAST, LLC
a Florida Limited Liability Company**01 NOV 27
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Pursuant to the provisions of Sections 607.1109 and 608.4382, Florida Statutes, the undersigned corporations and the undersigned limited liability company adopt the following Articles of Merger for the purpose of merging CHECK-O-MAT CORPORATION, a Florida corporation (sometimes referred to as the "Surviving Corporation"), and CHECK-O-MAT CORPORATION, U.S.A., a Florida corporation (sometimes referred to as the "Absorbed Corporation") and CHECK-O-MAT, EMERALD COAST, LLC, a Florida limited liability company (sometimes referred to as the "Absorbed LLC"):

ARTICLE I

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Check-O-Mat Corporation, U.S.A. 120 Chief's Way, Suite 1 Pensacola, FL 32507 Florida Document/Registration Number : V57112 FEI Number: 59-3135508	Florida	Corporation
2.	Check-O-Mat, Emerald Coast, LLC 235 North Tyndall Parkway Callaway, FL 32404 Florida Document/Registration Number : L99000006553 FEI Number: 59-3602486	Florida	Limited Liability Company

ARTICLE II

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Check-O-Mat Corporation 415-A Mary Esther Cut Off Ft. Walton Beach, FL 32548 Florida Document/Registration Number: S25999 FBI Number: 59-3045012	Florida	Corporation

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ARTICLE III

The attached Agreement and Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

ARTICLE IV

The attached Agreement and Plan of Merger was adopted by the directors and the shareholders of each domestic corporation and by each domestic limited liability company that is a party to the merger on the 15th day of November, 2001.

ARTICLE V

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, operating agreement, or articles of organization of any limited liability company that is a party to the merger.

ARTICLE VI

The Articles of Incorporation of the Surviving Corporation are amended and changed by deleting Article III, entitled "Shares," of such Articles of Incorporation in its entirety and inserting in its place and stead the following:

Article III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000

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ARTICLE VII

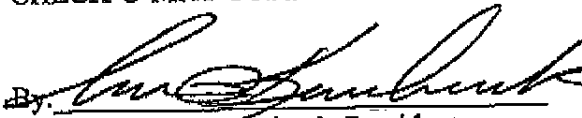
The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE VIII

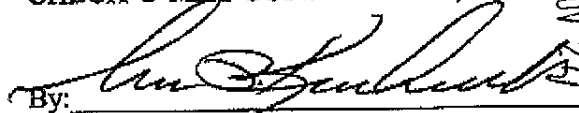
The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EXECUTED this day of 17-NOVEMBER 2001.

CHECK-O-MAT CORPORATION

By: 
William P. Krawchuck, President

CHECK-O-MAT CORPORATION, U.S.A.

By: 
William P. Krawchuck, President

CHECK-O-MAT, EMERALD COAST, LLC

By: 
William P. Krawchuck, Member

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated 14th day of NOVEMBER, 2001, between CHECK-O-MAT CORPORATION, a Florida corporation, hereinafter referred to as the "Surviving Corporation," CHECK-O-MAT CORPORATION, U.S.A., a Florida corporation, hereinafter referred to as the "Absorbed Corporation," CHECK-O-MAT, EMERALD COAST, LLC, a Florida limited liability company, hereinafter referred to as the "Absorbed LLC."

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 415-A Mary Esther Cut Off, Fort Walton Beach, Florida, 32548; and

WHEREAS, Surviving has a capitalization of One Thousand (1,000) authorized shares of common stock, of which One Thousand (1,000) shares are issued and outstanding; and

WHEREAS, as part of the merger proposed hereunder, Surviving Corporation shall amend its articles of incorporation to authorize the issuance of One Hundred Thousand (100,000) shares of common stock; and

WHEREAS, Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 120 Chefs' Way, Suite 1, Pensacola, Florida, 32507; and

WHEREAS, Absorbed Corporation has a capitalization of One Thousand (1,000) authorized shares of common stock of which One Thousand (1,000) shares are issued and outstanding; and

WHEREAS, Absorbed LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 235 North Tyndall Parkway, Callaway, Florida 32404; and

WHEREAS, Absorbed LLC has One Thousand (1,000) membership units issued and outstanding; and

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation be merged into Surviving 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;

WHEREAS, the managers and members of the undersigned limited liability company deems it desirable and in the best business interest of the organization and its members that the Absorbed LLC be merged into Surviving Corporation pursuant to the provisions of Section 608.438, et seq., of the Florida Limited Liability Company Act and Sections 607.1101 et seq., of the Florida Business

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Corporation Act;

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

1. Absorbed Parties. The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Check-O-Mat Corporation, U.S.A.	Florida
Check-O-Mat, Emerald Coast, LLC	Florida

2. Surviving Corporation. The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Check-O-Mat Corporation	Florida

3. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation and of the Absorbed LLC 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 and of the Absorbed LLC, 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 of the Absorbed LLC, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation or of the Absorbed LLC shall be impaired by the merger.

4. Conversion of Shares of Absorbed Corporation. The manner and basis of converting the shares of the Absorbed Corporation into shares, rights, obligations, and other securities of the Surviving Corporation is as follows:

(i) Each share of the \$1.00 common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into .416667 shares of the \$1.00 common stock of the Surviving 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, shares rounded to the nearest whole share will be issued to the holder.

(ii) 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.

(iii) 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.

5. Conversion of Membership Units of Absorbed LLC. The manner and basis of converting the membership units of the Absorbed LLC into shares, rights, obligations, and other securities of the Surviving Corporation is as follows:

(i) Each unit of the Absorbed LLC issued and outstanding on the effective date of the merger shall be converted into .25 shares of the \$1.00 common stock of the Surviving 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 membership units of the Absorbed LLC would otherwise be entitled as a result of the conversion, shares rounded to the nearest whole share will be issued to the holder.

(ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of membership units in the Absorbed LLC 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 membership units, 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.

(iii) Holders of certificates of membership units of the Absorbed LLC 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.

6. 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.

7. **Approval by Shareholders.** This Agreement and Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before November ____, 2001, or at such other time as to which the boards of directors of the constituent corporations may agree.

7. **Approval by Managers and Members.** This Agreement and Plan of Merger shall be submitted for the approval of the managers and members of the undersigned limited liability company in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before November 15, 2001, or at such other time as to which the managers of the company may agree.

8. **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.

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

Executed on behalf of the parties by their officers pursuant to the authorization of their respective boards of directors and managers on the date first above written.

CHECK-O-MAT CORPORATION

By: 
William P. Krawchuck, President

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CHECK-O-MAT CORPORATION, U.S.A.

By: 
William P. Krawchuck, President

CHECK-O-MAT, EMERALD COAST, LLC

By: 
William P. Krawchuck, Manager and Member

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