

S33993

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

MERGER OR SHARE EXCHANGE

GBCC Merger, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 2, 2000

GBCC CORP.
440 ROYAL PALM WAY
SUITE 202
PALM BEACH, FL 33480

SUBJECT: GBCC CORP.
REF: S33993

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.

Please accept our apology for failing to mention this in our previous letter.

IN ARTICLE 2, FLORIDA DOCUMENT NUMBER. THIS SHOULD NOT BE HERE SINCE THIS CORPORATION IS NOT QUALIFIED IN FLORIDA.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000020149
Letter Number: 200A00024252



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 28, 2000

GBCC CORP.
440 ROYAL PALM WAY
SUITE 202
PALM BEACH, FL 33480

SUBJECT: GBCC CORP.
REF: S33993

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.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

THE ADOPTION GIVEN SO FAR IS TOO GENERAL.

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) 487-6680.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000020149
Letter Number: 500AG0023417



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 2000

GBCC CORP.
440 ROYAL PALM WAY
SUITE 202
PALM BEACH, FL 33480

SUBJECT: GBCC CORP.
REF: S33993

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

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000020149
Letter Number: 700A00023268

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

GBCC CORP., a Florida corporation, document number S33993

INTO

GBCC MERGER, INC., a Delaware corporation not qualified in Florida.

File date: May 2, 2000

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105 Florida Statutes.

ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

GBCC Corp.
440 Royal Palm Way
Suite 202
Palm Beach, FL 33480

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: S33993

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TALLAHASSEE, FLORIDA

ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

GBCC Merger, Inc.
440 Royal Palm Way
Suite 202
Palm Beach, FL 33480

Jurisdiction: Delaware

Entity Type: Corporation

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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ARTICLE 3

The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the shareholders of the merging domestic corporation on April 26, 2000 in accordance with Chapter 607, Florida Statutes.

ARTICLE 4

The attached Plan of Merger was approved by the shareholders of the surviving corporation on April 26, 2000 in accordance with applicable law.

ARTICLE 5

The surviving corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

ARTICLE 6

The surviving corporation agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

ARTICLE 7

The merger is permitted under the laws and governing documents applicable to each party to the merger.

ARTICLE 8

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

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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ARTICLE 9

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

GBCC Corp.

By: 

Name: Glenn E. Straub

Title: President

GBCC Merger, Inc.

By: 

Name: Glenn E. Straub

Title: President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1107 and is being submitted in accordance with Section 607.1108, Florida Statutes.

1. The merging corporation's name and jurisdiction are listed below:

Name: GBCC Corp.

Jurisdiction: Florida

2. The surviving corporation's name and jurisdiction are listed below:

Name: GBCC Merger, Inc.

Jurisdiction: Delaware

3. The terms and conditions of the merger are as follows:

Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1107, Florida Statutes. The merging corporation shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporation shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporation shall be vested in the surviving corporation without further act or deed. The title/interest in all real estate vested in the merging corporation shall become vested in the surviving corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging corporation shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporation existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging corporation shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of the surviving corporation shall remain outstanding.

Corporate Creations International Inc.
941 Fourth Street #200
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