

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

588416

Shaaronno Traffic
Master, Inc.

BZ Enterprises, Inc.

800003194888-0

-04/04/00-01018-024

*****78.75 *****78.75

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

FILED

00 APR -4 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 APR -4 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COULLIETTE APR 06 2000

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

4/4/00 10:00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2000

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: SHOWROOM TRAFFIC MASTER, INC.
Ref. Number: S88416

We have received your document for SHOWROOM TRAFFIC MASTER, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 100A00018556

RECEIVED
00 APR - 6 AM 10: 12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Corrected
If possible, I
would you file
with yesterday as
the file date??
(i)*

*Thank
you!*

ARTICLES OF MERGER
Merger Sheet

MERGING:

BZ ENTERPRISES, INC. doing business in Florida as BZE CORPORATION,
F98000004177

INTO

SHOWROOM TRAFFIC MASTER, INC., a Florida entity, S88416

File date: April 4, 2000

Corporate Specialist: Cheryl Coulliette

FILED
00 APR -4 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Statutes and the applicable provisions of the Alabama Business Corporation Act, these Articles of Merger are entered into and adopted by and between SHOWROOM TRAFFIC MASTER, INC., a Florida corporation, and BZ ENTERPRISES, INC., an Alabama corporation whose Articles of Incorporation are filed in Baldwin County, Alabama, for the purpose of merging them into one of such corporations.

1. The undersigned corporations have entered into an Agreement and Plan of Merger (the "Plan").

2. The name of the surviving corporation is SHOWROOM TRAFFIC MASTER, INC, a Florida corporation.

3. The Plan, a copy of which is attached hereto as Exhibit A, of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes and Sections 10-2B-11.01, 11.03 and 10.04 of the Alabama Business Corporation Act.

4. The Plan is effective for accounting purposes on the 4th day of April, 2000.

5. The Plan was adopted on the 3rd day of April, 2000, by unanimous action of the shareholders and the Board of Directors of SHOWROOM TRAFFIC MASTER, INC., and said vote was sufficient for adoption of the Plan, as more specifically described in paragraph 7 herein.

6. The Plan was adopted on the 3rd day of April, 2000, by unanimous action of the shareholders and the Board of Directors of

BZ ENTERPRISES, INC., and said vote was sufficient for adoption of the Plan, as more specifically described in paragraph 7 herein.

7. As to each of the corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan, are as follows:

<u>Name of Corporation</u>	<u>Shares Outstanding</u>	<u>Designation of Class</u>
BZ Enterprises, Inc. (Alabama)	1,000	Common(one class)
Showroom Traffic Master, Inc. (Florida)	1,000	Common(one class)

As to each of the corporations, the total number of shares voted for and against the Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against the Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Voted For</u>	<u>Voted Against</u>	<u>Class</u>
BZ Enterprises, Inc. (Alabama)	1,000	0	Common (one class)
Showroom Traffic Master, Inc. (Florida)	1,000	0	Common (one class)

8. Upon this Agreement being properly filed with the Secretary of State of the State of Florida, the Secretary of State of the State of Alabama and the Probate Court of Baldwin County, Alabama, the manner and basis of converting the shares of BZ into shares of STM will be as follows:

One thousand (1,000) shares of \$1.00 par value common stock of STM, constituting 100% of all of the issued and outstanding stock of STM shall be issued in exchange for all the stock of BZ. AT the time of the exchange of the stock, all of the assets of the merging corporation and properties of whatsoever nature shall be conveyed by the merging corporation to STM and STM shall assume all liabilities and obligations of whatsoever nature of the merging corporation. The separate corporate coexistence of the merging corporation will thereupon end and terminate.

9. STM hereby (a) agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of BZ and in any proceeding for the enforcement of the rights of a dissenting shareholder of BZ against STM; (b) irrevocably appoints the Secretary of State of Alabama as its agent to accept service of process in any such proceeding and (c) agrees that it will promptly pay to the dissenting shareholders of BZ the amount, if any, to which they shall be entitled under the provisions of the Alabama Business Corporation Act with respect to the rights of dissenting shareholders.

DATED: April 3, 2000, effective April 4,
2000.

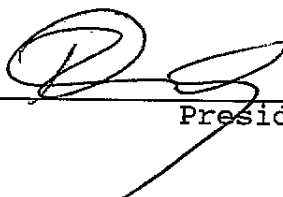
ATTEST:

SHOWROOM TRAFFIC MASTER, INC.



Robert D. Zarr, Jr.
Secretary


BY:




Robert D. Zarr, Jr.
President

ATTEST:


BZ ENTERPRISES, INC.


Robert D. Zarr, Jr.
Secretary

By: 
Robert D. Zarr, Jr.
President

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA) ss.

3rd The foregoing instrument was acknowledged before me this day of April, 2000, by Robert D. Zarr, Jr., as President of SHOWROOM TRAFFIC MASTER, INC., a Florida corporation, on behalf of the corporation. He () is personally known to me, or (✓) has produced Alabama Driver's License as identification, bearing identification number 4706651.


[Signature of Notary Public]



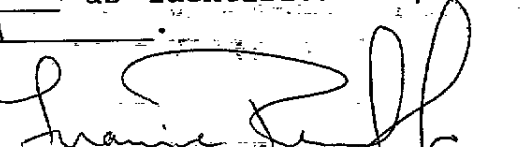
Francine Peruffo
[Print, Type, or Stamp Name of Notary Public]
State of Florida at Large

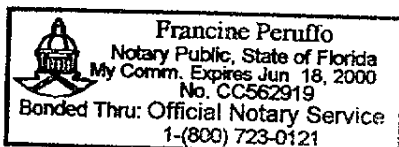
Commission Number: CC562919
My Commission Expires: June 18, 2000

[NOTARIAL SEAL]

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA) ss.

3rd The foregoing instrument was acknowledged before me this day of April, 2000, by Robert D. Zarr, Jr., as President of BZ ENTERPRISES, INC., an Alabama corporation, on behalf of the corporation. He () is personally known to me, or (✓) has produced Alabama Driver's License as identification, bearing identification number 4706651.


[Signature of Notary Public]



Francine Peruffo
[Print, Type, or Stamp Name of Notary Public]
State of Florida at Large

Commission Number: CC562919
My Commission Expires: June 18, 2000

[NOTARIAL SEAL]

THE AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into by and between SHOWROOM TRAFFIC MASTER, INC., a Florida corporation, hereinafter referred to as "STM," and BZ ENTERPRISES, INC., an Alabama corporation hereinafter referred to as "BZ," for the following uses and purposes:

Each of the above-named corporations, by unanimous action by its respective Board of Directors, has determined that it is in the best interest of each of the corporations to merge BZ into STM and to operate as one corporation,

NOW, THEREFORE, for the purposes of carrying into effect the aforesaid merger and in accordance with the provisions of Section 607.1101, Florida Statutes, and the applicable provisions of the Alabama Business Corporation Act, IT IS HEREBY AGREED AS FOLLOWS:

1. Merger. BZ shall merge into STM and STM shall be the resulting surviving corporation. The provisions of the present charter of STM shall remain unchanged and shall continue as the provisions of the charter of STM as the continuing corporation resulting from this merger, and it shall continue to be governed by the laws of the State of Florida. STM shall engage in any business allowed under the laws of the State of Florida and the laws of the United States.

2. Name and Principal Place of Business. The name of the resulting surviving corporation shall be SHOWROOM TRAFFIC MASTER, INC. and its principal place of business shall be 2500 North 12th Avenue, Pensacola, Florida 32503.

3. Capitalization of Surviving Corporation. The capitalization of the surviving corporation shall be the same as the present capitalization of STM which consists of an authorized capitalization of One Thousand (1,000) shares of common stock with a par value of One and No/100 (\$1.00) Dollars per share. The terms and provisions governing the rights of said common stock shall remain as they exist under the present charter of STM.

4. Bylaws of Surviving Corporation. The amended and restated bylaws of STM, shall continue as they presently exist and shall remain and continue to be the bylaws of STM until altered, amended or repealed as therein provided.

5. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of STM shall continue as they presently exist and shall remain and continue to be the Articles of STM until further altered, amended or repealed as therein provided.

6. Effective Date of Merger. For all purposes of the laws of the State of Alabama, this Agreement of Merger and the merger herein provided shall become effective and the separate existence of BZ, except insofar as it may be continued by statute, shall cease upon Articles of Merger being appropriately filed with the office of the Secretary of State of the State of Alabama.

7. Conversion of Shares. The manner of converting the shares of the non-surviving corporation into shares of the surviving corporation shall be set forth in this paragraph:

Upon this Agreement being properly filed with the Secretary of State of the State of Florida, the Secretary of State of the State of Alabama and the Probate Court of Baldwin County, Alabama, the

manner and basis of converting the shares of BZ into shares of STM will be as follows:

One thousand (1,000) shares of \$1.00 par value common stock of STM, constituting 100% of all of the issued and outstanding stock of STM shall be issued in exchange for all the stock of BZ. AT the time of the exchange of the stock, all of the assets of the merging corporation and properties of whatsoever nature shall be conveyed by the merging corporation to STM and STM shall assume all liabilities and obligations of whatsoever nature of the merging corporation. The separate corporate coexistence of the merging corporation will thereupon end and terminate.

8. Authorization to Complete Merger. The officers of each corporation a party to this Agreement have been authorized and directed to:

(a) Submit this Agreement of Merger for approval to the stockholders at a duly called meeting;

(b) Upon approval by the stockholders, to take the necessary steps under Section 607.1101, Florida Statutes and the applicable provisions of the Alabama Business Corporation Act, to obtain the approval of the Secretary of State of the State of Florida and the Secretary of State of the State of Alabama; and

(c) Upon such approval, to surrender the stock to STM and transfer the assets as set forth above.

IN WITNESS WHEREOF, the parties hereto have caused their corporate names and seals to be affixed hereto by their duly authorized officers this 31st day of April, 2000.

ATTEST:



Robert D. Zarr, Jr.
Secretary
[CORPORATE SEAL]

SHOWROOM TRAFFIC MASTER, INC.
a Florida corporation

By:  Robert D. Zarr, Jr.
Its President

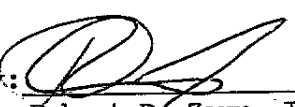
Date: April 3rd, 2000

ATTEST:



Robert D. Zarr, Jr.
Secretary
[CORPORATE SEAL]

BZ ENTERPRISES, INC.

By:  President
Robert D. Zarr, Jr.

Date: April 3rd, 2000

**CERTIFICATION OF ADOPTION OF
AGREEMENT OF MERGER**

I, ROBERT D. ZARR, JR., do hereby certify that I am the Secretary of SHOWROOM TRAFFIC MASTER, INC., a Florida corporation, and that the attached Agreement of Merger was duly executed by the President and Secretary of SHOWROOM TRAFFIC MASTER, INC., having been submitted to the stockholders of the company at a duly called meeting on proper notice in accordance with the bylaws of the corporation, that the necessary number of stockholders required by law was present at said meeting and on vote a majority of all the stockholders of the company voted to approve the said merger on the terms and conditions set forth in the attached Agreement of Merger at such meeting on the 4th day of April, 2000, that such vote was sufficient for adoption and that such vote has not been withdrawn.

DATED this 3rd day of April, 2000.



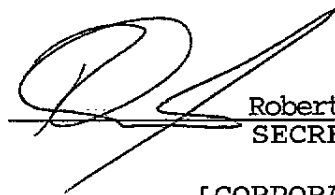
Robert D. Zarr, Jr.
SECRETARY

[CORPORATE SEAL]

**CERTIFICATION OF ADOPTION OF
AGREEMENT OF MERGER**

I, ROBERT D. ZARR, JR., do hereby certify that I am the Secretary of BZ ENTERPRISES, INC., an Alabama corporation, and that the attached Agreement of Merger was duly executed by the President and Secretary of BZ ENTERPRISES, INC., having been submitted to the stockholders of the company at a duly called meeting on proper notice in accordance with the bylaws of the corporation, that the necessary number of stockholders required by law was present at said meeting and on vote a majority of all the stockholders of the company voted to approve the said merger on the terms and conditions set forth in the attached Agreement of Merger at such meeting on the 4th day of April, 2000, that such vote was sufficient for adoption and that such vote has not been withdrawn.

DATED this 3rd day of April, 2000.



Robert D. Zarr, Jr.
SECRETARY

[CORPORATE SEAL]