

# V21928

Holland & Knight LLP  
Requestor's Name

315 S. Calhoun St.  
Address

Tallahassee, Fl. 32301 425-5686  
City/State/Zip Phone #

Office Use Only

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

1. SIMBA International, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
99 DEC 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

EFFECTIVE DATE  
12/31/99

Please note effective  
date

200003085162--8  
-12/30/99--01091--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

*merger*

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TALLAHASSEE, FLORIDA

Examiner's Initials

S. PAYNE JAN 5 - 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WESTGATE OF CENTRAL FLORIDA, INC., a FL corp., P97000026750

INTO

**SIMBA INTERNATIONAL, INC.**, a Florida entity, V21928

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

Corporate Specialist: Susan Payne



*File 2nd*

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 3, 2000

HOLLAND & KNIGHT LLP

TALLAHASSEE, FL

SUBJECT: SIMBA INTERNATIONAL, INC.  
Ref. Number: V21928

We have received your document for SIMBA INTERNATIONAL, 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 corporation "Westgate of Central of Florida, Inc." was dissolved on 9-24-99. You must reinstate before filing this merger.

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: 500A00000110

*File 2nd*  
RECEIVED  
00 JAN -5 AM 11:14  
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TALLAHASSEE, FL 32314

Law Offices

# HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2600  
P.O. Box 1526 (ZIP 32802-1526)  
Orlando, Florida 32801

407-425-8500  
FAX 407-244-5288  
www.hklaw.com

December 29, 1999

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Northern Virginia	Buenos Aires
	Tel Aviv

**STEPHEN R. LOONEY**  
**BOARD CERTIFIED TAX LAWYER**  
Direct Dial: 407-244-1148  
30th Floor Fax: 407-244-5170  
E-Mail Address: slooney@hklaw.com

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

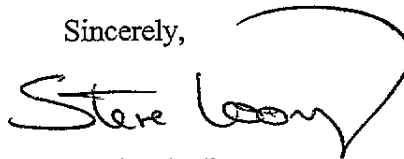
Re: Articles of Merger of Westgate of Central Florida, Inc.  
with and into Simba International, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Merger of Westgate of Central Florida, Inc., a Florida corporation, with and into Simba International, Inc., a Florida corporation, together with a check in the amount of \$78.75 to cover the \$70.00 filing fee and the \$8.75 certified copy fee. **The effective date of the merger will be as of the close of business on December 31, 1999.**

Once the Articles of Merger have been filed, please return the certified copy to this office. If you have any questions regarding this matter, please contact me at your earliest convenience.

Sincerely,



Stephen R. Looney

SRL/lis  
Enclosures  
cc: Shirley Roberts

**ARTICLES OF MERGER  
OF  
WESTGATE OF CENTRAL FLORIDA, INC.  
WITH AND INTO  
SIMBA INTERNATIONAL, INC.**

FILED  
99 DEC 30 PM 3: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

EFFECTIVE DATE  
12/31/99

The Plan of Merger of WESTGATE OF CENTRAL FLORIDA, INC., a Florida corporation, with and into SIMBA INTERNATIONAL, INC., a Florida corporation, with SIMBA INTERNATIONAL, INC. being the surviving corporation, is set forth below:

**"PLAN OF MERGER  
OF  
WESTGATE OF CENTRAL FLORIDA, INC.  
WITH AND INTO  
SIMBA INTERNATIONAL, INC.**

1. WESTGATE OF CENTRAL FLORIDA, INC., a Florida corporation ("Westgate"), shall merge with and into SIMBA INTERNATIONAL, INC., a Florida corporation ("Simba"), with Simba as the surviving corporation.
  
2. Upon the consummation of the merger of Westgate with and into Simba, the separate existence of Westgate shall cease. Simba, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Simba shall not be affected by the merger and upon the merger, Simba, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Westgate prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Westgate shall be preserved and remain unimpaired by the merger, all liens upon the properties of Westgate shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Westgate shall henceforth attach to Simba and may be enforced against Simba to the same extent as if such obligations and duties have been incurred by Simba. Additionally, any existing claim or

action or proceeding pending by or against Westgate or Simba may be continued as if the merger did not occur or Simba may be substituted in such proceedings for Westgate.

3. The manner and basis of converting the shares of Westgate and Simba into shares of Simba are as follows:

(a) At the effective date of the merger, each share of no par common stock, of Simba issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

(b) At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of Westgate issued and outstanding shall be cancelled and retired and all certificates representing such shares of common stock shall be cancelled and no cash, securities, property or other form of consideration shall be issued in connection with the merger.

4. The Articles of Incorporation of Simba in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Simba.

5. The effective date of the merger shall be as of the close of business on the 31st day of December, 1999.

#### ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated as of the 28th day of December 1999.

#### ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the close of business on the 31st day of December, 1999.

DATED this 28th day of December, 1999.

WESTGATE OF CENTRAL FLORIDA, INC.

By: Shirley Roberts  
Shirley Roberts, President

Attest: Phillip Roberts  
Phillip Roberts, Secretary

SIMBA INTERNATIONAL, INC.

By: Shirley Roberts  
Shirley Roberts, President

Attest: Phillip Roberts  
Phillip Roberts, Secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of December, 1999, by SHIRLEY ROBERTS and PHILLIP ROBERTS, the President and Secretary of WESTGATE OF CENTRAL FLORIDA, INC., a Florida corporation, on behalf of the corporation. Said persons did not take an oath and (check one)  are personally known to me,  produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or  produced other identification, to wit: \_\_\_\_\_.

Stephen R. Looney  
Print Name: Stephen R. Looney  
Notary Public, State of Florida  
Commission No: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ORANGE



Stephen R. Looney  
MY COMMISSION # CC863012 EXPIRES  
November 9, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

The foregoing instrument was acknowledged before me this 28th day of December, 1999, by SHIRLEY ROBERTS and PHILLIP ROBERTS, the President and Secretary of SIMBA INTERNATIONAL, INC., a Florida corporation, on behalf of the corporation. Said persons did not take an oath and (check one)  are personally known to me,  produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or  produced other identification, to wit: \_\_\_\_\_.

Stephen R. Looney  
Print Name: Stephen R. Looney  
Notary Public, State of Florida  
Commission No: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



Stephen R. Looney  
MY COMMISSION # CC863012 EXPIRES  
November 9, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.