

P93000085258

FILED  
01 FEB - 1 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

600003622716--7  
-02/01/01--01043--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

1. Half-A-Boat, Inc. P93-85258  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in

Pick up time 2/1

Certified Copy (2)

Mail out

Will wait

Photocopy

Certificate of Status

DIVISION OF CORPORATION

01 FEB - 1 AM 11:07

RECORDED

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

C. COULLETTE FEB 0 1 2001

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

HALF-A-BOAT, INC., a Florida corporation, P93000085258

INTO

**HAC HOLDINGS, INC.**, a Delaware corporation not qualified in Florida

File date: February 1, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the **surviving** corporation is:

HAC Holdings, Inc. Delaware

**Second:** The name and jurisdiction of each **merging** corporation is:

Half-A-Boat, Inc. Florida

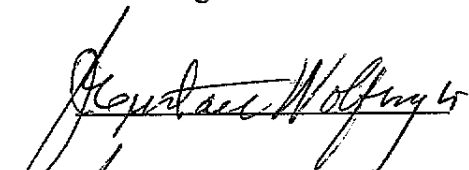
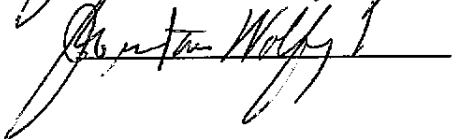
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on January 29, 2001.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 29, 2001.

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
HAC Holdings, Inc.		<u>J. Eustace Wolfington, President</u>
Half-A-Boat, Inc.		<u>J. Eustace Wolfinton, President</u>

FILED  
 01 FEB - 1 PM 1:22  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 29, 2001 ("Agreement"), is made by and between HAC HOLDINGS, INC., a Delaware corporation ("Surviving Corporation"), HALF-A-CAR OF CANADA, INC., a Delaware corporation, HALF-A-CAR-NETHERLANDS, INC., a Delaware corporation, HALF-A-CAR OF SPAIN, INC., a Delaware corporation, HALF-A-CAR-EUROPE LTD., a Delaware corporation, THE CABRINI GROUP, INC., a Delaware corporation, LOYALTY MANAGEMENT TECHNOLOGY SYSTEMS, INC., a Delaware corporation, and HALF-A-BOAT, INC., a Florida corporation, (collectively, the "Merging Corporations").

WHEREAS, HAC Holdings, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on December 6, 1999, by a Certificate of Incorporation filed with the Secretary of State of Delaware (the "Secretary of State") and recorded in the Office of the Recorder of Deeds of the County of New Castle, Delaware (the "Office of the Recorder of Deeds") on such date;

WHEREAS, Half-A-Car of Canada, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on December 21, 1990, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds on such date;

WHEREAS, Half-A-Car-Netherlands, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on December 16, 1993, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds on such date;

WHEREAS, Half-A-Car of Spain, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on December 17, 1993, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds on such date;

WHEREAS, Half-A-Car-Europe Ltd. is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on March 26, 1993, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds on such date;

WHEREAS, The Cabrini Group, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on December 21, 1990, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds on such date;

WHEREAS, Loyalty Management Technology Systems, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, having

been incorporated on December 13, 1994, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds on such date;

WHEREAS, Half-A-Boat, Inc. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on December 8, 1993, by a Certificate of Incorporation filed with the Department of State and recorded in the Office of the Recorder of Deeds on such date;

WHEREAS, HAC Holdings, Inc. has an authorized capitalization consisting of Ten Thousand (10,000) shares of Common Stock, par value of \$0.01 per share of which Two Hundred (200) shares are issued and outstanding as of the date hereof;

WHEREAS, Half-A-Car of Canada, Inc. has an authorized capitalization consisting of Three Thousand (3,000) shares of Common Stock, without par value of which One Thousand (1,000) shares are issued and outstanding as of the date hereof; and

WHEREAS, Half-A-Car-Netherlands, Inc. has an authorized capitalization consisting of One Thousand Five Hundred (1,500) shares of Common Stock, without par value of which One Thousand (1,000) shares are issued and outstanding as of the date hereof; and

WHEREAS, Half-A-Car of Spain, Inc. has an authorized capitalization consisting of One Thousand Five Hundred (1,500) shares of Common Stock, without par value of which One Thousand (1,000) shares are issued and outstanding as of the date hereof; and

WHEREAS, Half-A-Car-Europe Ltd. has an authorized capitalization consisting of One Thousand Five Hundred (1,500) shares of Common Stock, without par value of which One Hundred (100) shares are issued and outstanding as of the date hereof; and

WHEREAS, The Cabrini Group, Inc. has an authorized capitalization consisting of Three Thousand (3,000) shares of Common Stock, without par value of which One Thousand (1,000) shares are issued and outstanding as of the date hereof; and

WHEREAS, Loyalty Management Technology Systems, Inc. has an authorized capitalization consisting of One Thousand Five Hundred (1,500) shares of Common Stock, without par value of which One Thousand (1,000) shares are issued and outstanding as of the date hereof; and

WHEREAS, Half-A-Boat, Inc. has an authorized capitalization consisting of Ten Thousand (10,000) shares of Common Stock, without par value of which One Thousand (1,000) shares are issued and outstanding as of the date hereof; and

WHEREAS, the Boards of Directors of HAC Holdings, Inc., Half-A-Car Canada, Inc., Half-A-Car Netherlands, Inc., Half-A-Car Spain, Inc., Half-A-Car Europe, Inc., The Cabrini Group, Loyalty Management Technology Systems, Inc., and Half-A-Boat, Inc. each deem it desirable, upon the terms herein stated, that the Merging Corporations be merged with and into the Surviving Corporation, under and pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), and the Business Corporation Act of the State of Florida (the "FBCA") and have approved this Agreement and the transactions contemplated hereby,

NOW, THEREFORE, in consideration of the foregoing, and of the agreements and covenants contained herein, the parties hereto, intending to be legally bound hereby, agree as follows:

## ARTICLE I

### THE MERGER; EFFECTIVE TIME

Section 1.1 The Merger. Subject to the terms of this Agreement, at the Effective Time (as defined in Section 1.2 hereof) The Merging Corporations shall be merged with and into The Surviving Corporation and the separate corporate existence of The Merging Corporations shall thereupon cease (the "Merger"). The Merger is intended to be a tax-free reorganization in accordance with the terms of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. HAC Holdings, Inc. shall be the surviving corporation in the Merger, shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of the Surviving Corporation, with all its rights, privileges, immunities, powers and franchises, shall continue unaffected by the Merger, except as set forth in Sections 2.1 and 2.2 hereof. The Merger shall have the effects specified in the General Corporation Law of the State of Delaware (the "DGCL").

Section 1.2 Effective Time. If this Agreement is duly adopted by the requisite vote of the stockholders of each of the Surviving Corporation and the Merging Corporations and is not terminated as contemplated by Section 5.2 hereof, the Surviving Corporation shall cause a Certificate of Merger (the "Certificate of Merger") to be executed and filed with the Secretary of State as provided in Section 251 of the DGCL. In addition, the Surviving Corporation shall cause Articles of Merger (the "Articles of Merger") to be executed and filed with the Department of State of the State of Florida as provided in Section 607.1105 of the FBCA. The Merger shall become effective upon filing of the Certificate of Merger and such time is hereinafter referred to as the "Effective Time."

## ARTICLE II

### CERTIFICATE OF INCORPORATION AND BY-LAWS OF SURVIVING CORPORATION

Section 2.1 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, until duly amended in accordance with the terms thereof and the DGCL.

Section 2.2. By-Laws. The By-Laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation, until duly amended in accordance with the terms thereof and the DGCL.

## ARTICLE III

### OFFICERS AND DIRECTORS OF SURVIVING CORPORATION; BOARD OF DIRECTORS

The directors and the officers of the Surviving Corporation immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and the officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Surviving Corporation's Certificate of Incorporation and By-Laws.

## ARTICLE IV

### CONVERSION OR CANCELLATION OF SHARES IN MERGER

Section 4.1. Cancellation of Shares. The manner of converting or canceling shares of the Merging Corporations, forthwith upon the effective date of the merger, shall be as follows:

At the Effective Time, each share of Common Stock of the Merging Corporations issued and outstanding immediately prior to the Effective Time, other than shares held in the Treasury of the Merging Corporations and shares owned of record by stockholders exercising appraisal rights pursuant to Section 262 of the DGCL, and Section 607.1302 of the FBCA ("Dissenting Stockholders"), shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into that number of shares of the Surviving Corporation resulting from dividing the number of shares of the Merging Corporation to be converted by the total number of shares outstanding of such Merging Corporation and multiplying such quotient by ten (10). All shares issued pursuant to this Agreement shall be full shares and any fractional shares shall be rounded to the nearest whole share prior to issuance of the certificate representing the Merger Consideration.

All shares of Common Stock of the Merging Corporations shall, by virtue of the Merger and without any action on the part of the holders thereof, no longer be outstanding, shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall thereafter cease to have any rights with respect to such shares, except the right to receive the Merger Consideration for such shares upon the surrender of such certificate in accordance with Section 4.2 hereof or the right, if any, to receive payment from the Surviving Corporation of the "fair value" of such shares as determined in accordance with Section 262 of the DGCL, and Section 607.1302 of the FBCA.

Section 4.2. Issuance of New Certificates. Promptly after the Effective Time, the Surviving Corporation may cause to be mailed or delivered to each person who was, at the Effective Time, a holder of record of issued and outstanding shares of Common Stock of the Merging Corporations, a form of letter of transmittal and instructions for use in effecting the surrender of the certificates that, immediately prior to the Effective Time, represented any of such shares in exchange for shares of stock of the Surviving Corporation. Upon surrender to the Surviving Corporation of such certificates, together with such letter of transmittal, duly executed and completed in accordance with the instructions thereto, the holder of such certificate shall, in exchange therefor, be issued a stock certificate or certificates representing that number of shares of stock of the Surviving Corporation such shareholder is entitled to receive pursuant to Section 4.1.

Section 4.3. Dissenters' Rights.

(a) If any Dissenting Stockholder shall fail to perfect or shall have effectively withdrawn or lost the right to dissent, the shares of Common Stock of the Merging Corporations held by such Dissenting Stockholder shall thereupon be treated as though such shares had been converted into the Merger Consideration pursuant to Section 4.1 hereof.

(b) The rights of dissenting stockholders of the Merged Company pursuant to the provisions of Section 262 of the DGCL, and Section 607.1302 of the FBCA are and shall be deemed waived 20 days after the date of this Plan and Agreement of Merger as notice of this Plan and Agreement of Merger shall constitute notice under Section 262 of the DGCL, and Section 607.1320 of the FBCA.

Section 4.4. Transfer of Shares After Effective Time. No transfers of shares of Common Stock of the Merging Corporations shall be made on the stock transfer books of the Surviving Corporation at or after the Effective Time.

## ARTICLE V

### AMENDMENT AND TERMINATION

Section 5.1. Amendment. At any time prior to the filing of the Certificate of Merger in the Office of the Secretary of State of the State of Delaware and Articles of Merger in the Office of the Department of State of the State of Florida, this Agreement may be



amended by the Boards of Directors of The Surviving Corporation and The Merging Corporations, by an agreement in writing, to the extent permitted by Section 251 of the DGCL, and Section 607.1103 of the FBCA, notwithstanding approval of this Agreement by the stockholders of either or all of The Surviving Corporation and The Merging Corporations.

Section 5.2. Termination. At any time prior to the filing of the Certificate of Merger with the Secretary of State, this Agreement may be terminated and abandoned by the Board of Directors of either The Surviving Corporation or The Merging Corporations, notwithstanding approval of this Agreement by the stockholders of either or all of The Surviving Corporation and The Merging Corporations.

## ARTICLE VI

### MISCELLANEOUS

Section 6.1. Counterparts. For the convenience of the parties hereto, this Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

Section 6.2. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of law.

Section 6.3. Entire Agreement. This Agreement (a) constitutes the entire agreement, and supersedes all other prior agreements and understandings, both written and oral, between the parties with respect to the subject matter hereof, and (b) shall not be assignable by operation of law or otherwise and is not intended to create any obligations to, or rights in respect of, any persons other than the parties hereto.

Section 6.4. Parties in Interest. This Agreement shall be binding upon and inure solely to the benefit of the parties hereto, and nothing in this Agreement, express or implied, is intended to or shall confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Agreement.

Section 6.5. Captions. The Article and Section captions herein are for convenience of reference only, do not constitute part of this Agreement and shall not be deemed to limit or otherwise affect any of the provisions hereof.

*{SIGNATURE PAGE FOLLOWS}*

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized officers of the parties hereto on the date first hereinabove written.

HAC HOLDINGS, INC.

By: *Kenneth Wolfinger*  
Name:  
Title:

HALF-A-CAR CANADA, INC.

By: *Kenneth Wolfinger*  
Name:  
Title:

HALF-A-CAR NETHERLANDS, INC.

By: *Kenneth Wolfinger*  
Name:  
Title:

HALF-A-CAR SPAIN, INC.

By: *Kenneth Wolfinger*  
Name:  
Title:

HALF-A-CAR EUROPE, INC.

By: *Kenneth Wolfinger*  
Name:  
Title:

THE CABRINI GROUP

By: *Kenneth Wolfinger*  
Name:  
Title:

LOYALTY MANAGEMENT  
TECHNOLOGY SYSTEMS, INC.

By: *Jonathan Wolfmeyer*  
Name:  
Title:

HALF-A-BOAT, INC.

By: *Jonathan Wolfmeyer*  
Name:  
Title: