

PD40000170651

Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**RED MILE ENTERTAINMENT, INC.**

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*Merger @ 5.9.06*



May 5, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RED MILE ENTERTAINMENT, INC.  
4000 BRIDGEWAY  
SUITE 101  
SAUSALITO, CA 94965

SUBJECT: RED MILE ENTERTAINMENT, INC.  
REF: P04000170651

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 articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6964.

Irene Albritton  
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**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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/applicable)
Red Mile Entertainment, Inc.	Delaware	3844478

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/applicable)
Red Mile Entertainment, Inc.	Florida	PS4000170651

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.

OR       /      /       (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on May 3, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on                      and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 3, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on                      and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

**Name of Corporation**

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Red Mills Entertainment, Inc.**

Chas. F. Allen

**Charles Aldridge, President**

**Red Mile Entertainment, Inc.**

Guil. Am.

**Chester Aldridge, President**

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

### Jurisdiction

Florida

The name and jurisdiction of each subsidiary corporation:

### Jurisdiction

Delaware

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Merger Agreement

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

See attached Merger Agreement

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

## MERGER AGREEMENT

This merger agreement is dated as of May 3, 2006, and is between RED MILE ENTERTAINMENT, INC., a Florida corporation ("Parent"), and RED MILE ENTERTAINMENT, INC., a Delaware corporation and a wholly owned subsidiary of Parent ("Sub").

The parties agree as follows:

1. Merger. (a) The parties shall cause Parent to be merged into Sub. At the Effective Time, the separate existence of Parent will cease, all outstanding shares of common stock of Parent will automatically be exchanged for an equal number of shares of Sub common stock, and all outstanding shares of Series A preferred stock of Parent will automatically be exchanged for an equal number of shares of Sub Series A preferred stock, all outstanding shares of Series B preferred stock of Parent will automatically be exchanged for an equal number of shares of Sub Series B preferred stock, and all outstanding shares of Series C preferred stock of Parent will automatically be exchanged for an equal number of shares of Sub Series C preferred stock. The shares of Sub owned by Parent will automatically be cancelled. Sub will survive the Merger and continue its existence as the surviving corporation, all in accordance with the Delaware General Corporation Law, the Florida Business Corporation Act, and this agreement. The name of the surviving corporation will be "Red Mile Entertainment, Inc." until such time as its name is changed in accordance with the Delaware General Corporation Law.

(b) Promptly after the parties sign and deliver this agreement, they shall cause to be filed with the Delaware Secretary of State and the Florida Secretary of State articles of merger reflecting the Merger. The Merger will become effective upon filing of those articles of merger (the time of effectiveness of the Merger, the "Effective Time").

2. Directors and Officers. The directors and officers of the surviving corporation shall be as follows:

Name	Title
Chester Aldridge	Director, Chairman, President and CEO
Richard Auchinleck	Director
David Baker	Director
Geoffrey Heath	Director
Ed Roffman	Director
Mike Troy	VP - Business Development
Robert Westmoreland	VP - Publishing
Ben Zadik	CFO, Treasurer and Secretary

3. Governing Documents. The articles of incorporation and bylaws of Sub as in effect immediately prior to the Effective Time will be the articles of incorporation and bylaws of the surviving corporation, until such time as they are amended in accordance with their terms and as provided by law.

4. Further Assurances. From time to time, each of Parent and Sub shall sign and deliver any documents, and take any actions, appropriate or necessary in order to effect the purposes of this agreement.

The parties are signing this agreement as of the date stated in the introductory clause.

RED MILE ENTERTAINMENT, INC.,  
a Florida corporation

By: /s/ Chester Aldridge  
Chester Aldridge  
President

RED MILE ENTERTAINMENT, INC.,  
a Delaware corporation

By: /s/ Chester Aldridge  
Chester Aldridge  
President