

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

HIT FACTORY ENTERTAINMENT INC.

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DIVISION OF CORPORATIONS

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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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Hit Factory Entertainment Inc</u>	<u>New York</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>See Schedule A annexed hereto</u>		

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, NOT later than 90 days in the future.)

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 April 2, 2003.

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 April 2, 2003.

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)

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HIT FACTORY ENTERTAINMENT INC.

ARTICLES OF MERGER

(Profit Corporations)

Schedule A

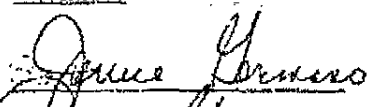
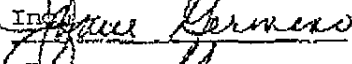
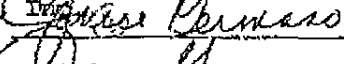
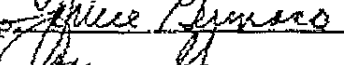
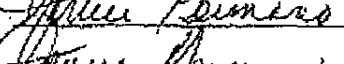
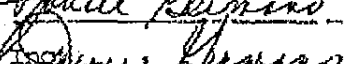
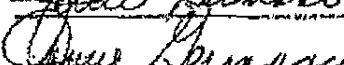
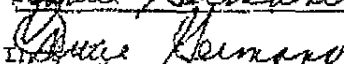
Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The Hit Factory, Inc.	New York	
The Hit Factory Broadway, Inc.	New York	
The Hit Factory Mastering, Inc.	New York	
Astoria Entertainment Corp.	New York	
The Rental Company, Inc.	New York	
Audio Rental, Inc.	New York	
The Hit Factory Criteria, Inc.	Florida	P94000046862
Miami Studio Rentals, Inc.	Florida	P99000058073

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
The Hit Factory, Inc.		Janice Germano/President
The Hit Factory Broadway, Inc.		Janice Germano/President
The Hit Factory Mastering, Inc.		Janice Germano/President
Astoria Entertainment Corp.		Janice Germano/President
The Rental Company, Inc.		Janice Germano/President
Audio Rental, Inc.		Janice Germano/President
The Hit Factory Criteria, Inc.		Janice Germano/President
Miami Studio Rentals, Inc.		Janice Germano/President
Hit Factory Entertainment		Janice Germano/President

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PLAN OF MERGER

(Not Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Hit Factory Entertainment Inc.	New York

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
See Schedule B annexed hereto.	

Third: The terms and conditions of the merger are as follows:

The merging corporations: The Hit Factory, Inc., a New York corporation; The Hit Factory Broadway, Inc., a New York corporation; The Hit Factory Mastering, Inc., a New York corporation; Astoria Entertainment Corp., a New York corporation; The Rental Company, Inc., a New York corporation; Audio Rental Inc., a New York corporation; The Hit Factory Criteria, Inc., a Florida corporation; and, Miami Studio Rentals, Inc., a Florida corporation are merging all respective shares into the surviving corporation, Hit Factory Entertainment Inc., a New York corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: All shares of each merging corporation are converted on a one-for-one basis into shares of the surviving corporation.

(Attach additional sheets if necessary)

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HIT FACTORY ENTERTAINMENT INC

PLAN OF MERGER

(Non Subsidiaries)

Schedule B

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The Hit Factory, Inc.	New York	
The Hit Factory Broadway, Inc.	New York	
The Hit Factory Mastering, Inc.	New York	
Astoria Entertainment Corp.	New York	
The Rental Company, Inc.	New York	
Audio Rental, Inc.	New York	
The Hit Factory Criteria, Inc.	Florida	P94000040862
Miami Studio Rentals, Inc.	Florida	P99000058073

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