

P94000090777

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Z-92, INC.

02 SEP 23 PM 3:42  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

MERGING:

PSORAYA GENERAL, INC., a Florida corporation, document number  
P97000079170

INTO

**Z-92, INC.**, a Florida entity, P94000090777.

File date: September 23, 2002

Corporate Specialist: Karen Gibson

((H02000201816 4))

**ARTICLES OF MERGER OF  
PSORAYA GENERAL, INC.  
WITH AND Z-92, INC.**

The undersigned corporations, **PSORAYA GENERAL, INC.**, a Florida corporation (Florida Document #P97000079170) and **Z-92, INC.**, a Florida corporation (Florida Document #P94000090777 ) (hereinafter the "Surviving Corporation"), do hereby agree and adopt the following Articles of Merger for the purpose of merging the Merging Corporation with and into the Surviving Corporation.

1. The name of the merging subsidiary corporation is: **PSORAYA GENERAL, INC.** The name of surviving corporation as a result of this merger shall be **Z-92, INC.**

2. The **AGREEMENT AND PLAN OF MERGER OF PSORAYA GENERAL, INC. WITH AND INTO Z-92, INC.** (the "Agreement and Plan of Merger") is attached hereto as "Exhibit A" and incorporated herein by reference.

3. The Board of Directors of **PSORAYA GENERAL, INC.** approved and adopted the Agreement and Plan of Merger on May 2, 2002. Pursuant to Florida Statutes, Section 607.1104, the shareholders of **PSORAYA GENERAL, INC.** are not entitled to vote on this merger because the Merging Corporation is a subsidiary with at least 80% of its stock owned by the surviving parent.

4. The Board of Directors of **Z-92, INC.** approved and adopted the Agreement and Plan of Merger on May 2, 2002. Pursuant to Florida Statutes, Section 607.1104, the shareholders of **Z-92, INC.** are not entitled to vote on this merger because the Merging Corporation is a subsidiary with at least 80% of its stock owned by the surviving parent.

5. The merger pursuant to this Agreement and Plan of Merger shall become effective upon filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Corporations hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 2<sup>nd</sup> day of May, 2002.

PSORAYA GENERAL, INC.

Z-92, INC.

By: Said Moady

By: Said Moady

Name: Said Moady

Name: Said Moady

Title: President

Title: President

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**AGREEMENT AND PLAN OF MERGER OF  
PSORAYA GENERAL, INC.  
WITH AND INTO Z-92, INC.**

**FILED**  
02 SEP 23 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIS AGREEMENT AND PLAN OF MERGER** is made and entered into this 22<sup>nd</sup> day of May, 2002, by and between:

**PSORAYA GENERAL, INC.**, a Florida corporation (Florida Document #P97000079170) (hereinafter sometimes referred to as the "Merging Corporation"),  
and  
**Z-92, INC.**, a Florida corporation (Florida Document #P94000090777) (hereinafter sometimes referred to as the "Surviving Corporation"),

said Merging Corporation and Surviving Corporation hereinafter sometimes referred to collectively as the "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, the Board of Directors of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that the Merging Corporation be merged with and into the Surviving Corporation, under and pursuant to the laws of the State of Florida.

**NOW, THEREFORE**, in consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

**ARTICLE I  
TERMS OF MERGER**

The Merging Corporation shall be merged with and into the Surviving Corporation. The corporation surviving after the merger shall be the Surviving Corporation, and the separate corporate existence of the Merging Corporation shall cease as of the effective date of this Agreement and Plan of Merger. The Surviving Corporation shall retain the name of "**Z-92, INC.**" after the merger. As of the effective date of this Agreement and Plan of Merger, the Surviving Corporation shall possess all of the right, privileges, powers and franchises of the Merging Corporation, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

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**ARTICLE II  
CHARTER AND BYLAWS;  
DIRECTORS AND OFFICERS**

The Articles of Incorporation and the By-Laws of the Surviving Corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the By-Laws of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or By-Laws shall be affected by the merger hereunder. The persons who are the directors and officers of the Surviving Corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and shareholders of the Surviving Corporation without change, subject to the provisions of the Articles of Incorporation and By-Laws of the Surviving Corporation and the laws of the State of Florida.

**ARTICLE III  
CONVERSION OF SHARES**

After the effective date of this Agreement and Plan of Merger, the holder of all of the issued and outstanding certificates representing shares of common stock in the Merging Corporation shall surrender the same to the Surviving Corporation, and such certificates shall be canceled as of the effective date of this Agreement and Plan of Merger. The issued and outstanding certificates representing ownership of shares of common stock in the Surviving Corporation shall remain the only issued and outstanding certificates representing shares of stock in the Surviving Corporation, and shall not be affected by the merger under this Agreement and Plan of Merger.

**ARTICLE IV  
EFFECTIVE DATE**

The merger hereunder shall be effective as of the date of filing of this Agreement and Plan of Merger with the Department of State of the State of Florida.

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

**MERGING CORPORATION :**  
PSORAYA GENERAL, INC.

**SURVIVING CORPORATION:**  
Z-92, INC.

By: Said Moady

By: Said Moady

Name: Said Moady

Name: Said Moady

Title: President

Title: President