

P970000031627

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MERGER OR SHARE EXCHANGE

FLORAL LIGHT, INC.

Certificate of Status	0
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Page Count	05
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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MATECUMBE VISUALS, INC., a Florida corporation, S50326

INTO

FLORAL LIGHT, INC., a Florida entity, P97000031627.

File date: December 21, 2000

Corporate Specialist: Darlene Connell

FAX AUDIT NUMBER H00000066558**ARTICLES OF MERGER**

Pursuant to s. 607.1105, Florida Statutes, the following information is provided by the undersigned, duly authorized officers:

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Floral Light, Inc., a Florida corporation	

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Matecumbe Visuals, Inc., a Florida corporation	

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

FOURTH: *Effective Date.* The Effective Date of the Plan of Merger shall be the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: *Adoption of Plan of Merger by Merging Corporation:* Shareholder approval was required. The Plan of Merger was unanimously adopted by the Board of Directors of the Merging Corporation on December 21, 2000, which then submitted the Plan of Merger to the shareholders of Merging Corporation with a recommendation of approval. The Plan of Merger was unanimously approved by the shareholders of the Merging Corporation on December 21, 2000. There was only one class of stock, and of that one class of stock there were 100 shares issued and outstanding, which were owned entirely by Esad Cicic. Of those 100 shares entitled to be cast, all were voted in favor of the merger; therefore, the number cast in favor of the merger was sufficient for approval by the one and only voting group.

SIXTH: *Adoption of Plan of Merger by Surviving Corporation.* Shareholder approval was required. The Plan of Merger was unanimously adopted by the Board of Directors of the Surviving Corporation on December 21, 2000, which then submitted the Plan of Merger to the shareholders of Surviving Corporation with a recommendation of approval. The Plan of Merger was unanimously approved by the shareholders of the Surviving Corporation on December 21, 2000. There was only one class of stock, and of that one class of stock there were 100 shares issued and outstanding, which were owned entirely by Esad Cicic. Of those 100 shares entitled to be cast, all were voted in favor of the merger; therefore, the number cast in favor of the merger was sufficient for approval by the one and only voting group.

SEVENTH: *Articles and By-laws.* The Articles of Incorporation and the By-laws of the Surviving Corporation shall continue without change.

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FAX AUDIT NUMBER H00000066558

IN WITNESS WHEREOF, the duly authorized officers have executed these Articles of Merger on this the 21 day of December, 2000.

MATECUMBE VISUALS, INC.

By: 

Esad Cicic, as its President

FLORAL LIGHT, INC.

By: 

Esad Cicic, as its President

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FAX AUDIT NUMBER H00000066558**PLAN OF MERGER**

THIS PLAN OF MERGER is entered into by and between Matecumbe Visuals, Inc. (hereinafter referred to as "Merging Corporation") and Floral Light, Inc. (hereinafter referred to as "Surviving Corporation"); both sometimes collectively referred to as "Corporations".

WHEREAS, Merging Corporation is a corporation duly organized and existing under the laws of Florida, having One Hundred (100) shares of common stock ("Shares") authorized, \$1.00 par value per shares, which is the only class or series of stock, and the common stock is the only type of capital outstanding (i.e., no options, warrants, etc. have been issued);

WHEREAS, Surviving Corporation is a corporation duly organized and existing under the laws of Florida, having Five Hundred Fifty (550) shares of common stock ("Shares") authorized, \$1.00 par value per shares, which is the only class or series of stock, and the common stock is the only type of capital outstanding (i.e., no options, warrants, etc. have been issued);

WHEREAS, pursuant to s. 607.1101, Florida Statutes, the Corporations have prepared this Plan of Merger for presentation to their respective Board of Directors and Shareholders.

NOW, THEREFORE, for an in consideration of the covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Merging Corporation and the Surviving Corporation hereby agree as follows:

- (a) *Name and Jurisdiction of Surviving Corporation:* Floral Light, Inc.,
a Florida corporation
Name and Jurisdiction of Merging Corporation: Matecumbe Visuals, Inc.,
a Florida corporation

(b) *Terms and Conditions of the Proposed Merger:* On the Effective Date, the separate existence of Merging Corporation shall cease, and Merging Corporation shall be merged into Surviving Corporation which, as the Surviving Corporation, shall possess the rights, privileges, powers and franchises of a public as well as private nature, and being subject to all the restrictions, disabilities and duties of Merging Corporation and all and singular, the rights, privileges, powers and franchises of Merging Corporation, and all property, real, personal, and mixed, and all debts due to Merging Corporation on whatever account, as well for stock subscriptions and all other things in action and belonging to Merging Corporation shall be vesting in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Merging Corporation, and title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in Merging Corporation shall not revert or in any way be impaired. All assets and obligations belonging to or due to each of the Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Corporations existing as of the Effective Date.

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All rights of creditors and all liens upon any property of Merging Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective date, the last acting officers of Merging Corporation or the corresponding officers of the Surviving Corporation, may, in the name of the Merging Corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all of Merging Corporation's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry on the purpose of this Plan of Merger.

(c) *The Manner and Basis of Converting Shares:* The manner and basis of converting the shares of capital stock of Merging Corporation and the nature and amount of securities of Surviving Corporation which the holders of shares of Merging Corporation are to receive in exchange for such shares are as follows:

Each one share of Merging Corporation common stock which shall be issued and outstanding, immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Surviving Corporation common stock, and outstanding certificates representing share of Merging Corporation common stock shall thereafter represent shares of Surviving Corporation common stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation. Accordingly, the outstanding shares of the Surviving Corporation after the Effective Date shall be 200 shares of common stock, which shall be the only type of capital outstanding.

(d) *Miscellaneous:* This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, whether before or after approval of this Plan of Merger by the Board of Directors of Merging Corporation or of the Surviving Corporation by adoption of a resolution abandoning the Plan of Merger. The Effective Date of the Plan of Merger shall be the date the Articles of Merger are filed with the Florida Department of State.

(e) For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

FAX AUDIT NUMBER H00000066558

IN WITNESS WHEREOF, the duly authorized officers have executed this Plan of Merger
on this the 21 day of December, 2000.

MATECUMBE VISUALS, INC

By: Esad Cicic
Esad Cicic, as its President

FLORAL LIGHT, INC.,

By: Esad Cicic
Esad Cicic, as its President

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