

F01000005924

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000184228 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450002255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

Reg. Mail

FILED
02 AUG 27 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

02 AUG 27 PM 3:38

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

sky venture, inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$140.00

Merger
8/28
(3)

ARTICLES OF MERGER
Merger Sheet

MERGING:

SKYVENTURE OF FLORIDA, INC., a Florida corporation, document number
P97000078523

SKYCOASTER OF FLORIDA, INC., a Florida corporation, document number
P97000073937

SKY FUN 1, INC., a Florida corporation, document number P98000066285

into

SKY VENTURE, INC., a Colorado entity F01000005924

File date: August 27, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 21, 2002

SKY VENTURE, INC.
6807-A VISITORS CIRCLE
ORLANDO, FL 32819

SUBJECT: SKY VENTURE, INC.
REF: F01000005924

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

CURRENTLY, THERE IS NO FLORIDA CORPORATION BY THE ABOVE NAME. HOWEVER, THERE DOES EXIST A COLORADO CORPORATION QUALIFIED IN FLORIDA BY THAT NAME. SOMETHING IS NOT RIGHT WITH THIS MERGER. PLEASE CHECK THE CORPORATIONS INVOLVED.

PLEASE GIVE THE ADOPTION INFORMATION CONCERNING THE SURVIVOR.

PLEASE CHANGE THE TITLE OF THE DOCUMENT TO READ ARTICLES OF MERGER AND PLAN AND AGREEMENT OF MERGER.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX And. #: H02000184228
Letter Number: 602A00049278

③

H02000184228

FILED
02 AUG 27 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER AND PLAN AND AGREEMENT OF MERGER

I. Plan of Merger

1. The name of each corporation merging into the surviving corporation is as follows:

- a. Sky Venture, Inc., a Colorado corporation;
- b. SkyVenture of Florida, Inc., a Florida corporation;
- c. SkyCoaster of Florida, Inc., a Florida corporation; and
- d. Sky Fun 1, Inc., a Florida corporation.

2. The surviving corporation into which each of the foregoing corporations plans to merge shall be:

Sky Venture, Inc., a Colorado corporation.

3. The terms and conditions of the proposed merger require only that the surviving corporation, Sky Venture, Inc., a Colorado corporation, become one of two managing members of SkyVenture, LLC, a Florida limited liability company.

4. The manner and basis of converting the shares of each corporation into shares of the surviving corporation shall be accomplished by the circumstance that there is only one shareholder of each merging corporation who is one and the same shareholder, and who in turn shall be the sole shareholder of the surviving corporation.

5. The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares of the surviving corporation shall be accomplished by the circumstance that there is only one shareholder of each merging corporation, who is one and the same shareholder, and who in turn shall be the sole shareholder of the surviving corporation.

II. Effective Date.

6. The effective date of the merger shall be August 6, 2002.

III. Shareholder Approval and Adoption by Directors.

7. Shareholder approval was not required.

8. The Board of Directors of each of the merging corporations and of the surviving corporation adopted the Plan of Merger and approved the Articles of Merger on August 6, 2002.

H02000184228

#02 000184228

9. The Shareholders of each of the merging corporations approved the Plan of Merger and the Articles of Merger on August 6, 2002.

10. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

WHEREFORE each of the merging corporations together with the surviving corporation has hereunto executed these Articles of Merger this 6th day of August, 2002.

Sky Venture of Florida, Inc.,
a Florida corporation.

Sky Venture, Inc., a Colorado
corporation.

By: 
William J. Kitchen, President

By: 
William J. Kitchen, President

SkyCoaster of Florida, Inc.,
a Florida corporation.

Sky Fun 1, Inc., a Florida
corporation.

By: 
William J. Kitchen, President

By: 
William J. Kitchen, President


William J. Kitchen

As Chairman of the Board of each of the foregoing corporations, and

As the Shareholder of each of the foregoing corporations.

#02 000184228