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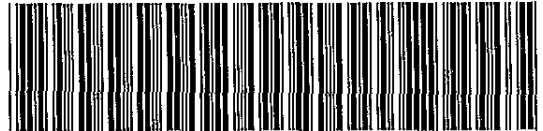
(Business Entity Name)

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12/16/02--01069--020 \*\*105.00

RECEIVED  
02 DEC 16 PM 12:32  
DIVISION OF CORPORATION

FILED  
02 DEC 16 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

T BROWN JAN - 8 2003

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Square Moon, Inc.

Kidsational Inc

Ruffactory, Inc

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- ☒ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- \_\_\_ Cert. Copy
- ☒ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

Signature

Requested by:

SK 12/16/02 10:26  
Name Date Time

Walk-In Will Pick Up



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 16, 2002

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET  
SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: ESTRELLA OFFICE SUPPLIES, INC.  
Ref. Number: P02000001215

We have received your document for ESTRELLA OFFICE SUPPLIES, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of Merger states the surviving corporation shall change it name to Kidsational, Inc., and on page 4, section four it state the surviving corporation shall change it name to Kidsational, Inc. and Ruffactory, Inc. Please make the necessary correction.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6869.

Teresa Brown  
Document Specialist

Letter Number: 402A00066236

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

03 JAN -8 AM 11:46

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

RUFFACTORY, INC., a Florida entity, P97000094403

KIDSATIONAL INC, a Florida entity, P01000041636

into

**SQUAREMOON, INC. which changed its name to KIDSATIONAL, INC., a**  
Nevada entity F02000001215

File date: December 16, 2002

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER**  
**OF**  
**KIDSATIONAL INC AND RUFFACTORY, INC.**  
**(Florida corporations)**  
**INTO**  
**SQUARE MOON, INC.**  
**(a Nevada corporation)**

**FILED**  
**02 DEC 16 PM 12:50**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to section 607.1105 of the Florida Business Corporation Act, and applicable Nevada Law, Kidsational Inc and Ruffactory, Inc., Florida corporations, and Square Moon, Inc., a Nevada corporation, certify that:

- First: The name and state of the constituent corporations of the merger are:
- |                                      |                           |
|--------------------------------------|---------------------------|
| Kidsational Inc and Ruffactory, Inc. | Florida corporations, and |
| Square Moon, Inc.                    | A Nevada corporation      |
- Second: An agreement and Plan of Merger dated December 9, 2002, between Kidsational Inc, Ruffactory, Inc. and Square Moon, Inc. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by shareholders of each constituent corporation in accordance with the respective laws of Florida and Nevada. The date of adoption is December 9, 2002.
- Third: The name of the corporation that survives the merger is Square Moon, Inc. (the "surviving corporation") which shall change its name to Kidsational, Inc.
- Fourth: The certificate of incorporation of Square Moon, Inc. is the certificate of incorporation of the surviving corporation.
- Fifth: The executed Merger Agreement is on file at the office of the surviving corporation located at 1001 Light Street, Baltimore, MD 21230.
- Sixth: The surviving corporation will furnish a copy of the Merger Agreement upon request and without charge to any stockholder of either constituent corporation.

Seventh: This certificate of merger is effective when it is filed in the office of the Secretary of State of the State of Florida and the Secretary of State of Nevada.

WHEREFORE, the undersigned has caused this certificate to be executed this 10<sup>th</sup> day of December, 2002.

Kidsational Inc. and Ruffactory, Inc.

Square Moon, Inc.

By: [Signature]  
Steve Ruff, President

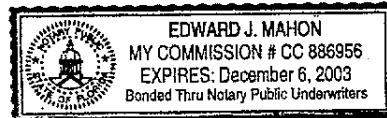
By: [Signature]  
Arnold Kaplan, President

STATE OF  
COUNTY OF

Sworn to and subscribed before me this 10<sup>th</sup> day of December 2002, by Steve Ruff as President of Kidsational Inc and Ruffactory, Inc., who is personally known to me or who provided an identification.

[Signature]  
Notary Public

Commission Expires: 12-6-03



STATE OF MARYLAND  
COUNTY OF CITY BALTIMORE

Sworn to and subscribed before me this 10<sup>th</sup> day of December, 2002, by Arnold Kaplan, as President of Square Moon, Inc., who is personally known to me or who provided an identification.

[Signature]  
Notary Public

Commission Expires: 7/1/2003

## **MERGER AGREEMENT**

This agreement of merger is made this 9 day of December 2002, by and between Square Moon, Inc., a Nevada corporation with its principal place of business at 1001 Light Street, Baltimore, MD 21230 ("the Surviving Corporation"), and Kidsational Inc and Ruffactory, Inc., Florida corporations, with their principal place of business at 1974 Wrenfield Lane, Oviedo, FL 32765 ("the Absorbed Corporations").

### **RECITALS**

1. Kidsational Inc and Ruffactory, Inc., are corporations duly organized and existing under the laws of the State of Florida, with their principal place of business at 1974 Wrenfield Lane, Oviedo, FL 32765.

2. Kidsational Inc. and Ruffactory, Inc., have 11,555,555 shares of common stock and preferred stock issued and outstanding.

3. Square Moon, Inc., is a corporation duly organized and existing under the laws of the State of Nevada, with its principal place of business at 1001 Light Street, Baltimore, MD 21230.

4. The authorized capital stock of Square Moon, Inc., consists of 200,000,000 shares of common stock, \$.001 par value and 45,000,000 shares of preferred stock, \$.001 par value. There are 5,958,565 shares of common stock and 40,968,667 shares of preferred issued and outstanding.

5. The Boards of Directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Kidsational Inc and Ruffactory, Inc., be merged into Square Moon, Inc., in accordance with Florida Statute

607.1101 in order that the corporations qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code and Florida Statute 607.1101.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

#### SECTION ONE - MERGER

6. Kidsational Inc and Ruffactory, Inc., shall merge into Square Moon, Inc., which shall be the surviving corporation.

#### SECTION TWO - TERMS AND CONDITIONS

7. On the effective date of the merger, the separate existence of the Absorbed Corporations shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property: real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

8. On the effective date, the separate existence of Kidsational Inc and Ruffactory, Inc., shall cease, and Square Moon, Inc., shall be fully vested in Kidsational Inc and Ruffactory, Inc.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Florida Statute 607.1106.

9. If at any time after the effective date Square Moon, Inc. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any



further action is necessary or desirable to carry out the provisions of this agreement, the appropriate officers of Square Moon, Inc., or Kidsational Inc and Ruffactory, Inc., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Square Moon, Inc., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to vest, perfect, confirm, or record such title thereto in Square Moon, Inc., or to otherwise carry out the provisions of this agreement.

10. After the effective date of the merger, each holder of certificates for shares of Kidsational, Inc and Ruffactory, Inc., shall surrender them to Square Moon, Inc., in such manner as Square Moon, Inc., shall legally require. On receipt of such certificates, Square Moon, Inc., shall issue and exchange therefor certificates for shares of Square Moon, Inc., representing the number of shares of such stock to which such holder is entitled as provided for herein. Holders of certificates of shares of Square Moon, Inc. shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for such shares in the surviving corporation.

### SECTION THREE - CONVERSION OF SHARES

11. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

A. Each share of common stock of Kidsational, Inc. and Ruffactory, Inc. owned prior to the Merger, such shareholder will receive 2.25 shares of preferred stock of Square Moon, Inc.

B. All shares of Square Moon, Inc. stock into which shares of Kidsational Inc and Ruffactory, Inc. stock shall have been converted and become exchangeable for pursuant to this agreement shall be deemed to have been paid in full satisfaction of such converted shares for a total of 26,000,000 shares.

C. Fractional shares of Square Moon, Inc. stock will not be issued. The former holder of Kidsational Inc and Ruffactory, Inc. stock will not be entitled to receive fractional shares of Square Moon, Inc. on the effective date, if any, shall receive in lieu thereof cash in an amount determined as follows: one dollar (\$1.00) for each fractional share.

#### SECTION FOUR - ARTICLES OF INCORPORATION

12. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger and after the merger, the Square Moon, Inc.'s Articles of Incorporation shall be amended to change its corporate name to Kidsational, Inc.

#### SECTION FIVE - BY-LAWS

13. The by-laws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

#### SECTION SIX - DIRECTORS AND OFFICERS

14. The directors and officers of the surviving corporation as of the date of the

merger, shall be:

Arnold Kaplan	Director, Secretary
Stephen Ruff	Director, President
Edward Howie	Director
Lee Vanatta	Director

#### SECTION SEVEN - APPROVAL OF SHAREHOLDERS

15. This Agreement of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held at such time as the boards of directors of the constituent corporations may agree.

#### SECTION EIGHT - EFFECTIVE DATE

16. The effective date of this merger shall be the date when a certificate of merger is filed with the Florida Secretary of State and Nevada.

#### SECTION NINE - ABANDONMENT OF MERGER

17. This agreement of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

A. If the merger is not approved by the shareholders of either of the constituent corporations, or

B. If, in the judgment of the board of directors of either of the constituent corporations, the merger would be impracticable due to the number of dissenting

shareholders asserting appraisal rights under applicable state law.

SECTION TEN - EXECUTION OF AGREEMENT

18. This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

EXECUTED on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first written above.

Kidsational, Inc. and Ruffactory, Inc.

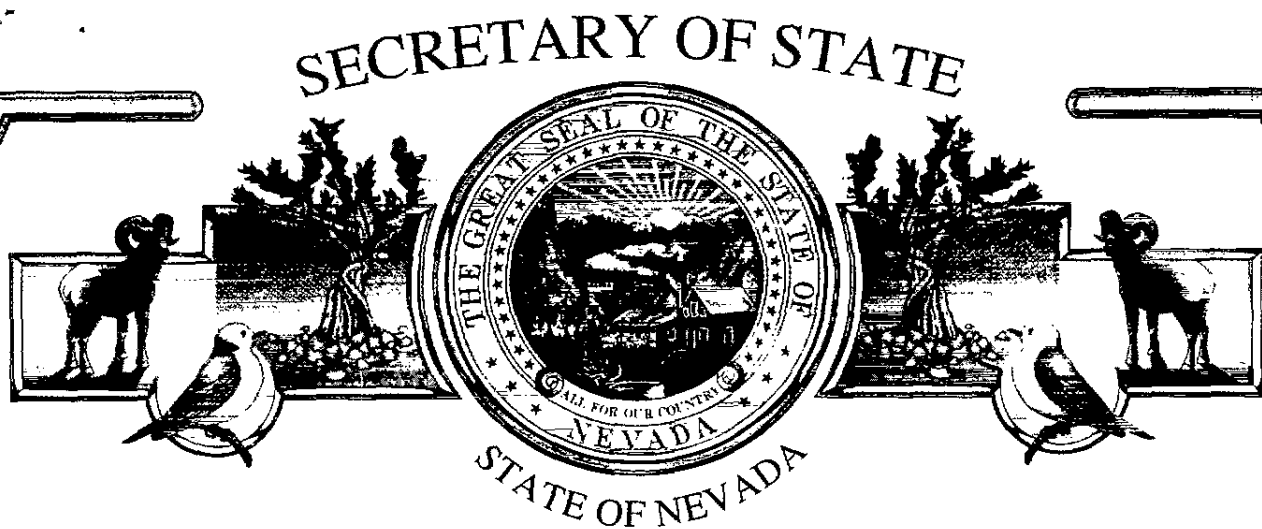
Square Moon, Inc.

By: 

Steve Ruff, President  
as to both corporations

By: 

Arnold Kaplan, President



## **CERTIFICATE OF EXISTENCE (INCLUDING AMENDMENTS)**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I FURTHER CERTIFY, that the following is a list of all organizational documents on file in this office for

### **KIDSATIONAL, INC.**

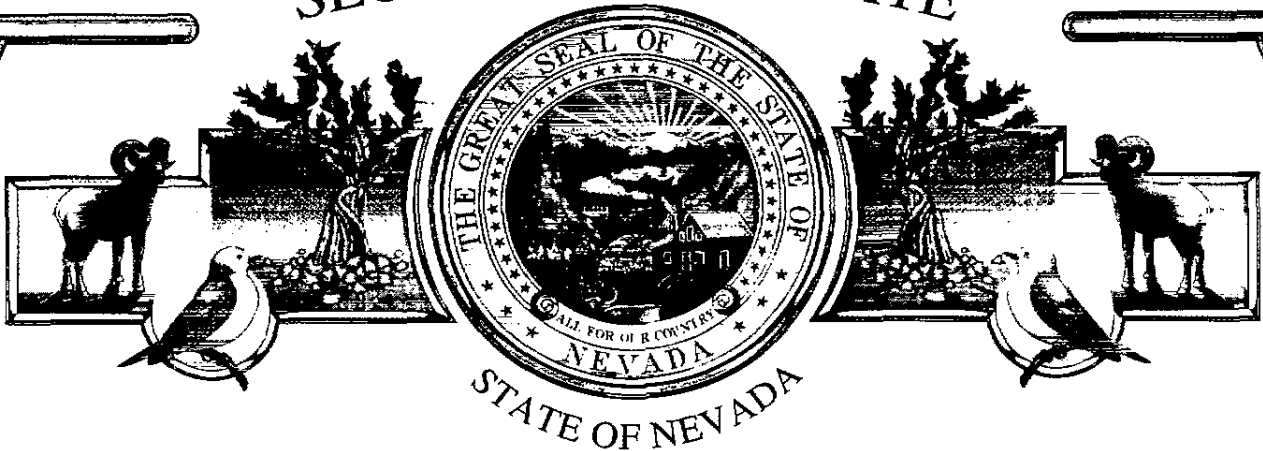
Articles of Incorporation for BROADWAY PACIFIC ENTERPRISES, INC. filed July 14, 1998.

Certificate of Amendment to Articles of Incorporation filed July 17, 1998.

Certificate of Amendment to Articles of Incorporation changing name to Z-DIGITAL.COM, INC. filed April 16, 1999.

Certificate of Amendment to Articles of Incorporation changing name to ZDIGITAL.COM, INC. filed June 2, 1999.

# SECRETARY OF STATE



Certificate of Amendment to Articles of Incorporation and changing name to SQUAREMOON, INC. filed May 17, 2001.

Certificate of Designation filed November 2, 2001.

Certificate of Merger filed December 16, 2002.

Certificate of Amendment to Articles of Incorporation changing name to KIDSATIONAL, INC. filed December 16, 2002.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **KIDSATIONAL, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 14, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 8, 2003.



*Dean Heller*

DEAN HELLER  
Secretary of State

By *Joann Carson*  
Certification Clerk