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DIVISION OF CORPORATIONS

F03000005358

No. 5358

(181)

Florida Department of State
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MERGER OR SHARE EXCHANGE

HIT FACTORY ENTERTAINMENT INC.

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. 327 Holding Group, L.L.C. 1755 NE 149th Street Miami, FL 33181	Florida	LLC

Florida Document/Registration Number: L98000002928

FEI Number: 223647851

2.

Florida Document/Registration Number: _____

FEI Number: _____

3.

Florida Document/Registration Number: _____

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Hit Factory Entertainment Inc.</u>	<u>New York</u>	<u>Corporation</u>
<u>c/o Reisman Peirez & Reisman, LLP</u>		
<u>1305 Franklin Avenue</u>		
<u>Garden City, New York 11530</u>		

Florida Document/Registration Number: F03000005358FEI Number: 13-3973562

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

X The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:****(Note: Please see instructions for required signatures.)**

Name of Entity	Signature(s)	Typed or Printed Name of Individual
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327 Holding Group, L.L.C.

Janice Germano/President

Hit Factory Entertainment
Inc.

Janice Germano/Manager

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

327 Holding Group, L.L.C.

Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

Hit Factory Entertainment Inc.

New York

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

The merging limited liability company, 327 Holding Group, L.L.C., a Florida limited liability company, is merging all of its membership interests into the surviving corporation, Hit Factory Entertainment Inc., a New York corporation.

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All membership interests of the merging limited liability company are converted on a one-for-one basis into shares of the surviving corporation.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

All rights to acquire membership interests in the merging limited liability company are converted on a one-for-one basis into rights to acquire shares in the surviving corporation.

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing members are as follows:

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SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

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