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MERGER OR SHARE EXCHANGE

MEDIEVAL TIMES U.S.A., INC.

Certificate of Status	0
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merger
@ 9/30/08

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Medieval Times U.S.A., Inc.	Delaware	F08000003861

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Medieval Show, Inc.	Florida	J52442

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 9-10-2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 9-10-2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

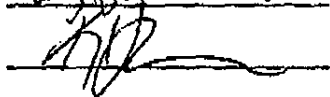
Typed or Printed Name of Individual & Title

Medieval Times U.S.A., Inc.



Kenneth H. Kim, President

Medieval Show, Inc.



Kenneth H. Kim, President

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Delaware

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

No consideration shall be paid to the shareholder of the disappearing corporation in consideration or conversion of or exchange for any rights, cash, interest, shares or securities or other property of any kind whatsoever in connection with the merger, or otherwise. The outstanding shares of the disappearing corporation shall be canceled without consideration.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A (Parent is surviving corporation.)

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See Attached Exhibit A.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is made and entered into as of September __, 2008, by and among Medieval Times U.S.A., Inc., a Delaware corporation ("Parent"), Medieval Times Franchising, Inc., a Delaware corporation ("Franchising"), Medieval Times Collection, Inc., a Delaware corporation ("Collection"), Medieval Times Management, Inc., a Delaware corporation ("Management"), Medieval Show, Inc., a Florida corporation ("Show"), Medieval Dinner & Tournament, Inc., a California corporation ("Dinner & Tournament"), The Meadowlands Castle, Inc., a New Jersey corporation ("Meadowlands Castle"), Schaumburg Castle, Inc., an Illinois corporation ("Schaumburg Castle"), Medieval Times Myrtle Beach, Inc., a South Carolina corporation ("Myrtle Beach"), Medieval Castle, Inc., a Texas corporation ("Texas"), Meadowlands Beverage, Inc., a New Jersey corporation ("Meadowlands Beverage"), and Medieval Beverages, Inc., a Texas corporation ("Medieval Beverage"). Parent, Franchising, Management, Show, Dinner & Tournament, Meadowlands Castle, Schaumburg Castle, Myrtle Beach, Texas, Meadowlands Beverage and Medieval Beverage are sometimes referred to as the "Constituent Entities." Parent, as the surviving entity after the Merger (as defined below), is sometimes referred to herein as the "Surviving Corporation" and Franchising, Collection, Management, Show, Dinner & Tournament, Meadowlands Castle, Schaumburg Castle, Myrtle Beach, Texas, Meadowlands Beverage and Medieval Beverage are sometimes collectively referred to herein as the "Disappearing Corporations."

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties agree as follows:

ARTICLE I THE MERGER

1.1 Name, Address, Jurisdiction of Organization and Governing Law of Constituent Entities.

1.1.1 **Names.** The names of the Constituent Entities in the merger to be effected pursuant to this Merger Agreement are as follows:

- (a) Medieval Times U.S.A., Inc.;
- (b) Medieval Times Franchising, Inc.;
- (c) Medieval Times Collection, Inc.;
- (d) Medieval Times Management, Inc.;
- (e) Medieval Show, Inc.;
- (f) Medieval Dinner & Tournament, Inc.;

- (g) The Meadowlands Castle, Inc.;
- (h) Schaumburg Castle, Inc.;
- (i) Medieval Times Myrtle Beach, Inc.;
- (j) Medieval Castle, Inc.;
- (k) Meadowlands Beverage, Inc.; and
- (l) Medieval Beverages, Inc.

1.1.2 **Address.** The address for each of the Constituent Entities is Beach Blvd., Buena Park, CA 90620.

1.1.3 **Jurisdiction of Organization and Governing Law.** The jurisdiction of organization and governing law for the Constituent Entities is as follows:

- (a) Medieval Times U.S.A., Inc.: Delaware;
- (b) Medieval Times Franchising, Inc.: Delaware;
- (c) Medieval Times Collection, Inc.: Delaware;
- (d) Medieval Times Management, Inc.: Delaware;
- (e) Medieval Show, Inc.: Florida;
- (f) Medieval Dinner & Tournament, Inc.: California;
- (g) The Meadowlands Castle, Inc.: New Jersey;
- (h) Schaumburg Castle, Inc.: Illinois;
- (i) Medieval Times Myrtle Beach, Inc.: South Carolina;
- (j) Medieval Castle, Inc.: Texas;
- (k) Meadowlands Beverage, Inc.: New Jersey; and
- (l) Medieval Beverages, Inc.: Texas.

1.2 **Merger of Disappearing Corporations With and Into Surviving Corporation.**

1.2.1 **Merger.** Subject to the terms of this Merger Agreement, each of the Disappearing Corporations shall be merged (the "Mergers") with and into the Surviving Corporation. The Surviving Corporation shall be the surviving entity.

1.2.2 Effective Time. The Merger of each of the Disappearing Corporations shall become effective at the time and date of the filing of Agreement and Plan of Merger relating to each of the Mergers with the Secretary of State of the State of Delaware and the State of incorporation of each of the Disappearing Corporations ("Effective Time").

1.2.3 Surviving Corporation. At the Effective Time, each of the Disappearing Corporations shall be merged with and into the Surviving Corporation and the separate existence of each of the Disappearing Corporations shall thereupon cease. The Surviving Corporation shall succeed, without other transfer, to all the rights and property of each of the Disappearing Corporations and shall be subject to all the debts and liabilities of each of the Disappearing Corporations in the same manner as if the Surviving Corporation had itself incurred them.

1.3 Effect of the Merger. The Merger shall have the effect set forth in Section 259 of the Delaware General Corporation Law.

1.4 No Consideration. No consideration shall be paid to the shareholder of the Disappearing Corporations in consideration or conversion of or exchange for any rights, cash, interest, shares or securities or other property of any kind whatsoever in connection with the Mergers, or otherwise. The outstanding shares of each of the Disappearing Corporations shall be canceled without consideration.

ARTICLE II

ARTICLES OF INCORPORATION AND BYLAWS

OF THE SURVIVING CORPORATION

2.1 Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of Parent shall be the Articles of Incorporation of the Surviving Corporation, unless and until amended as provided by law and the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws of the Surviving Corporation. The Bylaws of Parent as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, unless and until amended or repealed as provided by applicable law, the Articles of Incorporation of the Surviving Corporation and/or the Bylaws of the Surviving Corporation.

ARTICLE III

TERMINATION

3.1 Termination by Mutual Agreement. Notwithstanding the approval of this Merger Agreement by the shareholders of the Corporation and the shareholder of each of the Disappearing Corporations, this Merger Agreement may be terminated at any time prior to the Effective Time by mutual agreement of the Board of Directors and the shareholders, as applicable, of the Constituent Entities.

3.2 Effects of Termination. In the event of the termination of this Merger Agreement, this Merger Agreement shall forthwith become void and there shall be no liability on the part of either of the Constituent Entities or their respective officers, directors or shareholders.

ARTICLE IV
GENERAL PROVISIONS

4.1 **Amendment.** Prior to the Effective Time, this Merger Agreement may be amended by the parties hereto at anytime before or after approval hereof by the shareholders of the Constituent Entities by execution of an instrument in writing signed on behalf of each of the parties hereto, provided, however, that no amendment shall be made which by law requires the further approval of the shareholders of the Constituent Entities without obtaining such approval.

4.2 **Counterparts.** This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be the original, but all of which together shall constitute one agreement.

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date first above written.

**Medieval Times U.S.A., Inc.,
a Delaware corporation**

By: _____
Name: _____
Its: _____

**Medieval Times Franchising, Inc.,
a Delaware corporation**

By: _____
Name: _____
Its: _____

**Medieval Times Collection, Inc.,
a Delaware corporation**

By: _____
Name: _____
Its: _____

**Medieval Times Management, Inc.,
a Delaware corporation**

By: _____
Name: _____
Its: _____

[Signatures continued on the following page.]

**Medieval Show, Inc.,
a Florida corporation**

By: _____
Name: _____
Its: _____

**Medieval Dinner & Tournament, Inc.,
a California corporation**

By: _____
Name: _____
Its: _____

**The Meadowlands Castle, Inc.,
a New Jersey corporation**

By: _____
Name: _____
Its: _____

**Schaumburg Castle, Inc.,
an Illinois corporation**

By: _____
Name: _____
Its: _____

[Signatures continued on the following page.]

Medieval Times Myrtle Beach, Inc.,
a South Carolina corporation

By: _____
Name: _____
Its: _____

Medieval Castle, Inc.,
a Texas corporation

By: _____
Name: _____
Its: _____

Meadowlands Beverage, Inc.,
a New Jersey corporation

By: _____
Name: _____
Its: _____

Medieval Beverages, Inc.,
a Texas corporation

By: _____
Name: _____
Its: _____