

F97000002732



ACCOUNT NO. : 072100000032

REFERENCE : 931715 8739A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujols

ORDER DATE : December 14, 2000

ORDER TIME : 11:56 AM

ORDER NO. : 931715-005

000003501530--4

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq
Siegel Lipman Dunay & Shepard,
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

ARTICLES OF MERGER

LITEGLOW ACQUISITIONS CORP.

INTO

LITEGLOW INDUSTRIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

FILED
00 DEC 14 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2000 DEC 14 PM 1:42
TALLAHASSEE
SUPERVISOR OF FILING

COULLETTE DEC 15 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

LITEGLOW ACQUISITION CORP., a Florida corporation, P97000087087

into

LITEGLOW INDUSTRIES, INC., an Utah entity F97000002732

File date: December 14, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER
OF
LITEGLOW ACQUISITION CORP.
INTO
LITEGLOW INDUSTRIES, INC.**

**FILED
00 DEC 14 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. The following is the Plan of Merger for merging Liteglow Acquisition Corp. (the "Merged Corporation") with and into Liteglow Industries, Inc. (the "Surviving Corporation") as approved by the Board of Directors of the Merged Corporation on December 5, 2000, and adopted at a meeting by the Board of Directors of the Surviving Corporation on December 5, 2000.

- "1. The Surviving Corporation, which is a business corporation of the State of Utah and is the owner of all of the outstanding shares of the Merged Corporation, which is a business corporation of the State of Florida, hereby merges the Merged Corporation into the Surviving Corporation pursuant to the provisions of the Utah Revised Business Corporation Act and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of the Merged Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the laws of its jurisdiction of organization; and the Surviving Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Utah Revised Corporation Act.
3. The articles of incorporation of the Surviving Corporation are not amended in any respect by this Plan of Merger.
4. The issued shares of the Merged Corporation shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

5. Each share of the Surviving Corporation outstanding at the effective time and date of the merger is to be an identical outstanding or treasury or unissued share of the Surviving Corporation at the effective time and date of the merger.
6. No shares of the Surviving Corporation and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
7. The Board of Directors and the proper officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

2. The merger of the Merged Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Surviving Corporation was December 5, 2000.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be the time and date of filing the Articles of Merger with the State of Florida.

Executed on December 5, 2000

LITEGLOW ACQUISITION CORP.,
a Florida corporation

By: _____

Spencer Krumholz, President

LITEGLOW INDUSTRIES, INC.,
a Utah corporation

By: _____

Spencer Krumholz, President