

H93468

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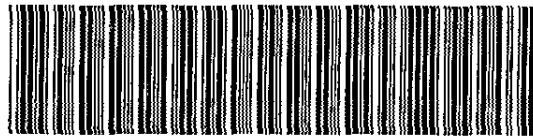
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Merger

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Robert L. Shaver  
Richard A. Stoffels



Victoria Plaza  
3663 Central Avenue  
St. Petersburg, Florida 33713  
Tel. (727) 328-9899  
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February 12, 2004

Secretary of State  
Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, FL 32399

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Merger

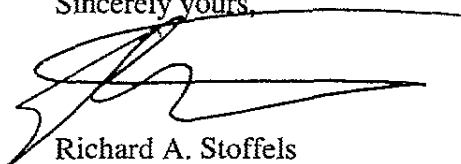
Dear Gentlemen:

Please find enclosed the Articles of Merger and Plan of Merger that will merge Film Paradiso, Inc. into Remizzo Inc.

Because there are two corporations involved, I have enclosed a check in the amount of \$78.75, to cover the cost of the merger and to provide a certified copy of the same.

Please return the certified copy to my office at your earliest convenience.

Sincerely yours,



Richard A. Stoffels

Encl.

**ARTICLES OF MERGER**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to § 607.1105 Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is Remizzo Inc., a Florida corporation.

SECOND: The name and jurisdiction of the merging corporation is Film Paradiso, Inc.

THIRD: The plan of merger is attached hereto and incorporated herein.

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

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on February 12, 2004.

SIXTH: the Plan of Merger was adopted by the shareholders of the merging corporation on February 12, 2004.

Remizzo Inc.

By: R. I. Chouls

Raza I. Chouls, President

Film Paradiso, Inc.

By: R. I. Chouls

Raza I Chouls, President

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER**

The following plan of merger is submitted in compliance with § 607.1101 Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation is Remizzo Inc., a Florida corporation.

SECOND: The name and jurisdiction of the merging corporation is Film Paradiso, Inc., a Florida corporation.

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

One share of Remizzo Inc. common stock will be exchanged for twenty (20) shares of Film Paradiso, Inc. common stock.

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

The transfer agent for Remizzo Inc. is instructed to issue one share of common stock of Remizzo Inc. for each twenty shares of Film Paradiso, Inc. common stock, and the transfer agent shall then cancel all issued and outstanding shares of Film Paradiso, Inc. common stock.

Remizzo Inc.

By: R.I. Chouls.  
Raza I. Chouls, President

Film Paradiso, Inc.

By: R.I. Chouls.  
Raza I Chouls, President