

J23402

FILING COVER SHEET

FILED
98 DEC 29 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE:

0150.

DATE:

12-29-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Rare Coin-it, Inc

STATE FEES PREPAID WITH CHECK # 4008 FOR \$ 78.75

PLEASE FILE:

9000002725409-4

-12/29/98--01084--002

*****78.75 *****78.75

() ARTICLES OF INC.

() AMENDMENT

() DISSOLUTION

() ANNUAL REPORT

☒ MERGER

() WITHDRAWAL

() QUALIFICATION

() LIMITED PARTNERSHIP () ANNUAL REPORT

() FICTITIOUS NAME

() LIMITED LIABILITY () REINSTATEMENT

() TRADEMARK/SERVICE

() UCC-1

() UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

() CERTIFICATE OF STATUS

() STAMPED COPY

cc
Examiner's Initials

Merger
12-30-98

ARTICLES OF MERGER
Merger Sheet

MERGING:

RARE COIN-IT, INC., a Florida corporation, J23402

INTO

RARE COIN-IT, INC.. a Nevada corporation not qualified in Florida

File date: December 29, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
RARE COIN-IT, INC., a Florida corporation
INTO
RARE COIN-IT, INC., a Nevada corporation**

Pursuant to the provisions of Section 92A.200 of the Nevada Revised Statutes (the "NRS"), RARE COIN-IT, INC., a Florida corporation ("Florida") and RARE COIN-IT, INC., a Nevada corporation ("Nevada") adopt the following Articles of Merger for the purposes of merging Florida with and into Nevada (the "Merger"):

1. The Agreement and Plan of Merger, dated December 22, 1998 between Florida and Nevada was unanimously approved, adopted, certified, executed and acknowledged in accordance with Section 92A.200 of the NRS and related provisions of such law by (i) all of the Board of Directors and the stockholders of Florida on December 22, 1998 and (ii) all of the Board of Directors and the stockholders of Nevada on December 22, 1998.

2. The surviving corporation of the Merger shall be Nevada.

3. Upon consummation of the Merger, the Articles of Incorporation of Nevada shall be the Articles of Incorporation of Florida.

4. The executed Agreement and Plan of Merger is on file at the principal place of business of Rare Coin-It, Inc., Suite 850, 101 Convention Center Drive, Las Vegas, Nevada 89109. A copy of the Agreement and Plan of Merger will be furnished by Nevada, on request and without cost, to any stockholder of Florida and Nevada.

FILED
98 DEC 29 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, Nevada and Florida have caused these Articles of Merger to be signed as of December 22, 1998.

RARE COIN-IT, INC., a Nevada corporation

By: Monte L. Miller
Monte L. Miller, Vice President

By: Monte L. Miller
Monte L. Miller, Secretary

STATE OF Nevada)
) SS:
COUNTY OF Clark)

The foregoing instrument was acknowledged before me this 22 day of December, 1998 by Monte L. Miller as Vice President/Secretary of Rare Coin-It Inc., a Nevada corporation, on behalf of the corporation. He/she/they personally appeared before me, is/are personally known to me or produced _____ as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Rebecca B. Howell
Print Name: Rebecca L. Howell
Notary Public, State of Nevada
My Commission Expires: 9-27-99
Commission Number: _____

Notary Public-State Of Nevada
COUNTY OF CLARK
REBECCA L. HOWELL
My Commission Expires
September 27, 1999

RARE COIN-IT, INC., a Florida corporation

By: Joel Hochberg
Joel Hochberg, President

By: Joel Hochberg
Joel Hochberg, Secretary

STATE OF FLORIDA

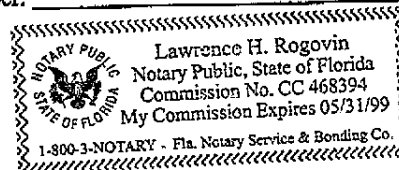
COUNTY OF Miami - Dade

SS:

The foregoing instrument was acknowledged before me this 22 day of December, 1998 by Joel Hochberg as President/Secretary of Rare Coin-It, Inc., a Florida corporation, on behalf of the corporation. He/she/they personally appeared before me, is/~~are~~ personally known to me or produced N/A as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Lawrence H. Rogovin
Print Name: _____
Notary Public, State of _____
My Commission Expires: _____
Commission Number: _____



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated as of December 22, 1998 and is entered into by and between Rare Coin-It, Inc., a Florida corporation, and Rare Coin-It, Inc., a Nevada corporation (referred to as "Florida" and "Nevada" respectively herein).

RECITALS

WHEREAS, Florida and Nevada and their respective Boards of Directors deem it desirable and in the best interests of the respective corporations and common shareholders to merge Florida with and into Nevada in a statutory merger in accordance with the applicable laws of the States of Nevada and Florida; and

WHEREAS, the parties desire to set forth their agreements and understandings herein.

NOW THEREFORE, in consideration of the mutual representations, agreements and undertakings herein, the parties hereto agree as follows:

OPERATIVE PROVISIONS

1. Merger and Surviving Corporation. Pursuant to the applicable laws of the States of Florida and Nevada, being *Chapter 607 of the Florida Statutes and Section 92A.200 of the Nevada Revised Statutes* ("Applicable Law"), Florida shall be merged with and into Nevada, effective as of December 22, 1998 (the "Effective Date") and the separate corporate existence of Florida shall thereupon cease (the "Merger"). Nevada shall be the surviving corporation in the Merger and shall continue to be governed by the laws of the State of Nevada, and the separate corporate existence of Nevada with all of its rights, privileges, immunities and franchises as a corporation under the laws of the State of Nevada shall continue unaffected by the Merger.

2. Articles of Merger. As of the Effective Date, Florida and Nevada will cause a Articles of Merger in the form attached hereto as Exhibit A to be executed and filed with the Secretaries of State for the States of Florida and Nevada as provided in the Applicable Law.

3. Subsequent Actions. If at any time after the Effective Date, Nevada shall determine that it is advisable to perfect, confirm or otherwise formalize (for example, by bills of sale, assignments or other actions or instruments), any transfer by Florida to Nevada of Florida's right, title or interest to any of its properties, assets, claims or rights as a result of the Merger, or to otherwise carry out this agreement, then the officers and directors of Nevada shall be authorized to execute and deliver in the name and on behalf of Florida all such documents and instruments, and to take all such other actions, as may be necessary to so formalize such transfers.

4. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of Nevada shall continue to be the Articles of Incorporation and Bylaws of Nevada until duly amended in accordance with Nevada law.

5. Officers and Directors. The existing officers and directors of Nevada shall continue to hold such offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and Bylaws of Nevada.

6. Cancellation of Florida Shares. The parties acknowledge that all of the stock of Florida and Nevada is held by the same individual and accordingly, as of the Effective Date, all of the outstanding shares of stock of Florida shall be immediately cancelled. All of the outstanding shares of Nevada shall continue in existence and represent the entire shareholders' interest in and to all of the assets, properties, claims and rights of the merged corporations.

7. Miscellaneous. This Agreement and Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, may not be amended except by written instrument signed by the parties, and shall be governed by and construed in accordance with the Applicable Law, as it relates to the operation of the Merger itself, and by the laws of Florida with regard to the contractual undertakings of the parties. This agreement may be signed in counterparts, the combination of which shall be considered the entire agreement of the parties.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the date first written above.

Rare Coin-It, Inc., a Florida corporation

By: _____

Joel Hochberg, President

Rare Coin-It, Inc., a Nevada corporation

By: _____

Monte L. Miller, Vice President/Secretary

4. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of Nevada shall continue to be the Articles of Incorporation and Bylaws of Nevada until duly amended in accordance with Nevada law.

5. Officers and Directors. The existing officers and directors of Nevada shall continue to hold such offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and Bylaws of Nevada.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the date first written above.

Rare Coin-It, Inc., a Florida corporation

By: 
Joel Hochberg, President

Rare Coin-It, Inc., a Nevada corporation

By: 
Monte L. Miller, Vice President/Secretary