

J48226

Sumstate Research  
Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. F/X Scenery & Display, Inc  
(Corporation Name) (Document #) EFFECTIVE DATE 4/1/99

2. into Mergew &  
(Corporation Name) (Document #) Name

3. F/X Production Services, Inc Change  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of State

FILED  
99 MAR 29 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

effective date  
4/1/99

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-03/23/99--01053--020  
\*\*\*\*70.00 \*\*\*\*70.00

X00789, 03277, 00672

RECEIVED  
99 MAR 29

Examiner's Initials  
DOR

3/31/99

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

F/X SCENERY & DISPLAY, INC., a Florida corporation P92000002447

INTO

F/X PRODUCTION SERVICES, INC. which changed its name to

**F/X SCENERY & DISPLAY, INC.**, a Florida corporation, J48226.

File date: March 29, 1999 , effective April 1, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 29, 1999

Sunstate Research Assoc.  
143 W. Whetherbine Way  
Tallahassee, FL 32301

SUBJECT: F/X PRODUCTION SERVICES, INC.  
Ref. Number: J48226

*Please date  
3/29/99  
Thank you*

We have received your document for F/X PRODUCTION SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 099A00015651

RECEIVED  
99 MAR 30 AM 11:25

APPROPRIATE DATE  
4/11/99

ARTICLES OF MERGER  
OF  
F/X SCENERY & DISPLAY, INC.  
INTO  
F/X PRODUCTION SERVICES, INC.

FILED  
99 MAR 29 12:29 PM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Section 607.109 Florida Statutes.

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

Name: F/X Scenery & Display, Inc.  
Address: 922 North Lakewood Avenue  
Ocoee, FL 34761  
Entity Type: a Florida corporation  
FL Document No.: J48226  
FEIN: 59-3149762

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

Name: F/X Production Services, Inc.  
Address: 922 North Lakewood Avenue  
Ocoee, FL 34761  
Entity Type: a Florida corporation  
FL Document No.: P92000002447  
FEIN: 59-2752911

**THIRD:** The Articles of Incorporation of the surviving corporation shall be amended upon merger as follows: Article I of the Articles of Incorporation of the surviving corporation, F/X Productions Services, Inc., is deleted in its entirety and the following substituted therefor:

"The name of this corporation is F/X Scenery & Display, Inc."

**FOURTH:** The attached Plan of Merger meets the requirements of Section 607.1103, Florida Statutes, and was approved by each domestic corporation that is a party to the merger, in accordance with Chapter 607, Florida Statutes.

**FIFTH:** The merger shall become effective as of April 1, 1999.

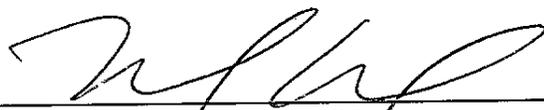
**SIXTH:** The Plan of Merger was duly adopted by the shareholders and Board of Directors of F/X Production Services, Inc. on March 1, 1999. The Plan of Merger was duly adopted by the shareholders and Board of Directors of F/X Scenery & Display, Inc. on March 1, 1999.

**SEVENTH:** Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

F/X PRODUCTION SERVICES, INC., a Florida corporation

By:   
Mack H. McLaughlin, President

F/X SCENERY & DISPLAY, INC., a Florida corporation

By:   
Mack H. McLaughlin, President

**PLAN OF MERGER  
OF  
F/X SCENERY & DISPLAY, INC.  
INTO  
F/X PRODUCTION SERVICES, INC.**

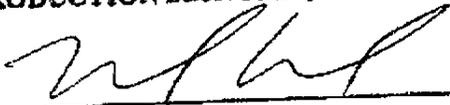
The Plan of Merger is as follows:

1. **Merger.** The name of each corporation to be merged is F/X Production Services, Inc., a Florida corporation ("Production"), and F/X Scenery & Display, Inc., a Florida corporation ("Scenery"). F/X Production Services, Inc. will be the surviving corporation whose name will be changed upon merger to "F/X Scenery & Display, Inc."
2. **Cancellation.**
  - a. **Cancellation of the Shares of Capital Stock of Scenery.** At the time the Merger is effective (the "Effective Time"), each issued and outstanding share of the common stock of Scenery, par value \$1.00 per share ("Scenery Common Stock"), shall be cancelled and extinguished and no other consideration shall be delivered in exchange therefor. The shareholder of Production is the same individual as the shareholder of Scenery.
  - b. **Capital Stock of Production.** At the Effective Time, each issued and outstanding share of capital stock of Production shall continue to be issued and outstanding, unaffected by the Merger, and each stock certificate of Production evidencing ownership of any such shares shall continue to evidence ownership of such shares of capital stock of Production.
3. **Termination.** This Plan of Merger may be terminated, and the Merger abandoned, at any time on or before the Effective Time by agreement of the sole Directors of the undersigned corporations.
4. **Amendment.** This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.
5. **Articles of Incorporation and Bylaws.** At the Effective Time, the Articles of Incorporation of Production shall be the Articles of Incorporation of the surviving corporation, amended to reflect the name change of Production. The bylaws of Production from and after the Effective Time shall be the bylaws of the surviving corporation as in effect immediately prior to the Effective Time.
6. **Effective Time.** The Effective Time of the Merger shall as of April 1, 1999.

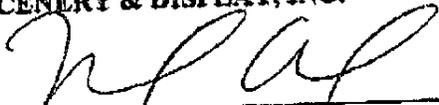
7. Shareholder Adoption. This Plan of Merger was duly adopted by the shareholder of Production on March 1, 1999. This Plan of Merger was duly adopted by the shareholder of Scenery on March 1, 1999.

Dated: March 1, 1999

**FX PRODUCTION SERVICES, INC.**

By:   
Mack H. McLaughlin, President

**FX SCENERY & DISPLAY, INC.**

By:   
Mack H. McLaughlin, President

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