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(Requestor's Name)

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(City/State/Zip/Phone #)

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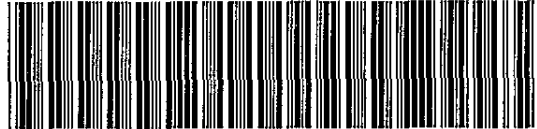
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
05 JAN 11 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Morgan
SP

REYNALDO FOOD COMPANY, INC.

January 10, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Merger

To Whom It May Concern:

I would like to merge Imagica Entertainment, Inc. (a Florida Corp.) and REYNALDO FOOD COMPANY, INC. (a Nevada Corp.). Enclosed you will find a check for \$78.75 to cover the filing of this merger and a certified filed stamped copy of the merger to be mailed back with the enclosed postage paid Express Mail Envelope. I know that you don't expedite, but could you please hurry with this request and mail it back as soon as possible to the address below:

Reynaldo Food Company, Inc.
221 W. Goolsby Blvd.
Deerfield Beach, Florida 33442

If you have any questions or concerns, please contact me (954) 427-8777. Thank you for your prompt attention in this matter.

Thank you again,

Karen Diamond
Karen Diamond

RECEIVED
JAN 11 AM 8:25
DIVISION OF CORPORATIONS

221 W. Goolsby Blvd. Deerfield Beach, Florida 33442

Phone (954) 427-8777

Fax (954) 427-8822

**PLAN AND ARTICLES OF MERGER
OF
IMAGICA ENTERTAINMENT, INC.
A FLORIDA CORPORATION**

FILED

05 JAN 11 AM 10:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**INTO
REYNALDO FOOD COMPANY, INC.
A NEVADA CORPORATION**

THE UNDERSIGNED CORPORATIONS DO HERBY CERTIFY:

ARTICLES OF MERGER

ARTICLES OF MERGER (these "Articles") made and entered into as of December 31, 2004 by and between **Imagica Entertainment, Inc.**, a Florida corporation and **REYNALDO FOOD COMPANY, INC.**, a Nevada corporation. These Articles are adopted pursuant to Nevada Revised Statutes. All of such laws expressly permit the merger described herein subject to and pursuant to all of the terms and conditions as set forth herein.

**ARTICLE I
SURVIVOR CORPORATION**

REYNALDO FOOD COMPANY, INC., the Nevada Corporation, shall be the "Survivor Corporation".

**ARTICLE II
SHARES AUTHORIZED AND OUTSTANDING**

On the date of these Articles of Merger, **Imagica Entertainment, Inc.** (Florida) has authority to issue 50,000,000 shares of Common Stock with \$.001 par value, of which 10,623,559 common shares are issued and outstanding.

On the date of these Articles of Merger, **REYNALDO FOOD COMPANY, INC.** (Nevada) has authority to issue 500,000,000 shares of Common Stock with \$.001 par value, of which 18,600,000 shares are issued and outstanding.

ARTICLE III SHAREHOLDER VOTE

On December 29, 2004, in a proxy meeting a majority of the shareholders entitled to vote on this action constituting the outstanding shares of **Imagica Entertainment, Inc.** (Florida) Common Stock approved the Agreement and Plan of Merger to merge Imagica Entertainment, Inc. (Florida) into **REYNALDO FOOD COMPANY, INC.** (Nevada). Said number of votes 62.23% was sufficient for approval by the shareholders. The plan of merger was duly authorized by all action required by the laws under which it was Incorporated and by its constituent documents.

On December 24, 2004 in a meeting held for the shareholders entitled to vote on the action, of the outstanding shares of **REYNALDO FOOD COMPANY, INC.** (Nevada) Common Stock approved the Agreement and Plan of Merger to merge **Imagica Entertainment, Inc.** (Florida) into **REYNALDO FOOD COMPANY, INC.** (Nevada). Said number of votes 90.20% was sufficient for approval by the shareholders. The plan of merger was duly authorized by all action required by the laws under which it was Incorporated and by its constituent documents.

ARTICLE IV PLAN OF MERGER

The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation **REYNALDO FOOD COMPANY, INC.** (Nevada). Said address is: 11519 Scenic Drive, Whittier, CA 90601.

A copy of the Agreement and Plan of Merger will be furnished by the Survivor Corporation to any shareholder of any constituent corporation.

The terms of the Agreement and Plan of Merger are as follows:

(1) **Imagica Entertainment, Inc.** (Florida) shall be merged with and into **REYNALDO FOOD COMPANY, INC.** (Nevada) and **REYNALDO FOOD COMPANY, INC.** (Nevada) shall survive the merger ("Merger"), effective upon the date when the Agreement and Plan of Merger is made effective in accordance with applicable laws (the "Effective Date").

(2) *Governing Documents.* The Bylaws of **REYNALDO FOOD COMPANY, INC.** (Nevada), in effect on the Effective Date, shall continue to be the Bylaws of **REYNALDO FOOD COMPANY, INC.** (Nevada) as the Survivor Corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

(3) *Issuance of Additional Shares.* The Corporation at this time shall not issue any additional shares.

(4) *Reverse stock split restriction.* Subsequent to the change of control, the new Board of Directors of the Survivor Corporation shall agree not to effectuate a reverse stock split for a period of one year from the date of Closing.

(5) *Terms and Conditions of the Merger.*

(a) The terms and conditions of the merger are, and the manner and basis of converting shares of each corporation into shares of the surviving corporation are as follows: upon effectiveness of the merger, all outstanding common shares of **REYNALDO FOOD COMPANY, INC.** (Nevada), (namely 18,600,000 shares) shall be retained and converted to approximately 18,600,000 common shares of Imagica Entertainment, Inc. (Florida) by its Transfer Agent on the basis of one (1) share of **REYNALDO FOOD COMPANY, INC.** common stock for one share of common stock of Imagica Entertainment, Inc. (Florida).

(b) Imagica Entertainment, Inc. has voted by 62.23% to reverse its 10,623,559 outstanding shares by two-hundred (200) to one (1).

(c) Imagica Entertainment, Inc., has 10,623,559 shares of common stock outstanding, of which 62.23% were voted in favor of the merger by written consent effective December 29, 2004.

(d) The effective date of the merger shall be the date this document is filed and stamped with the Department of Corporations of the State of Nevada.

(6) *Lockup Agreement.* There is no lockup agreement effective at this time.

(7) *Resignation of Officers and Directors.* Each of the current officers and directors of Imagica Entertainment, Inc. (Florida) shall have delivered to **REYNALDO FOOD COMPANY, INC.** (Nevada) written resignations effective as of the effective date of the Merger (the "Effective Date").

(8) *Further Assurances.* From time to time, as and when required by the Survivor Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Imagica Entertainment, Inc. (Florida) such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Survivor Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Imagica Entertainment, Inc. (Florida), and otherwise to carry out the purposes of the Merger Agreement, and the officers and directors of the Survivor Corporation are fully authorized in the name and on behalf of Imagica Entertainment, Inc. (Florida) or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

(9) *Access to Documentation.* Prior to the merger, **Imagica Entertainment, Inc.** (Florida) and **REYNALDO FOOD COMPANY, INC.** (Nevada) shall provide each other full access to their books and records, and shall furnish financial and operating data and such other information with respect to their business and assets as may reasonably be requested from time to time. If the proposed transaction is not consummated, all parties

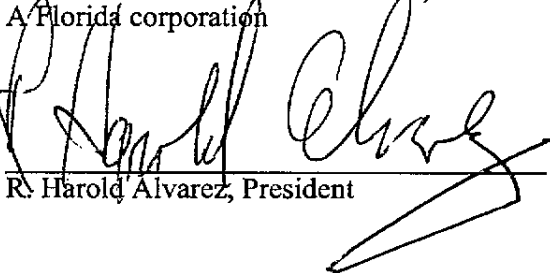
shall keep confidential any information (unless ascertainable from public filings or published information) obtained concerning each others operations, assets and business.

(10) *Abandonment.* At any time before the effective Date, the Agreement and Plan of Merger and the Articles of Merger may be terminated and the merger may be abandoned by the Board of Directors of either **Imagica Entertainment, Inc.** (Florida) or **REYNALDO FOOD COMPANY, INC.** (Nevada) or both, notwithstanding approval of the Agreement and Plan of Merger by the shareholders of **Imagica Entertainment, Inc.** (Florida) or the shareholders of **REYNALDO FOOD COMPANY, INC.** (Nevada) or both.

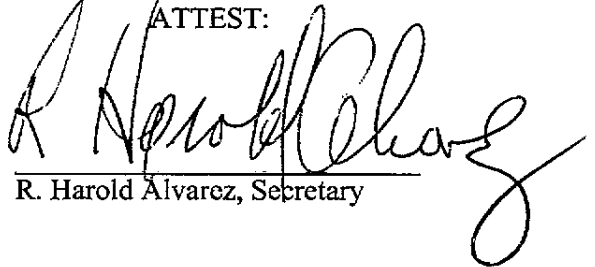
IN WITNESS WHEREOF, these Articles of Merger, having first been duly approved by resolution of the Board of Directors of **Imagica Entertainment, Inc.** (Florida) and **REYNALDO FOOD COMPANY, INC.** (Nevada) and their respective shareholders, is hereby executed on behalf of each of said two corporations by their respective officers thereunto duly authorized.

IMAGICA ENTERTAINMENT, INC.

A Florida corporation


R. Harold Alvarez, President

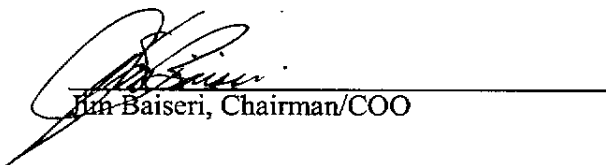
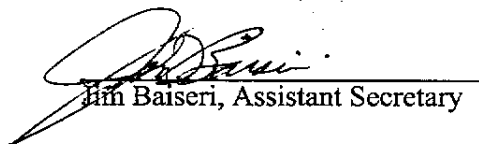
ATTEST:


R. Harold Alvarez, Secretary

REYNALDO FOOD COMPANY, INC.

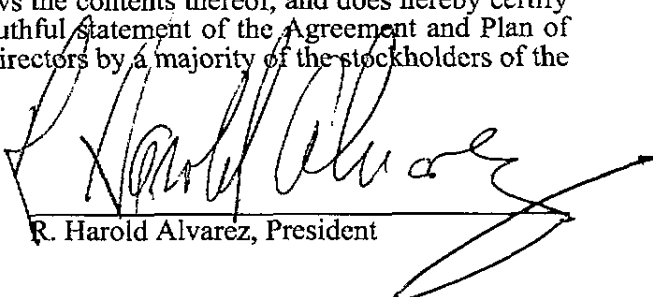
A Nevada corporation

ATTEST:


Jim Baiseri, Chairman/COO
Jim Baiseri, Assistant Secretary

VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the President of **Imagica Entertainment, Inc.**, a Florida corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors by a majority of the stockholders of the corporation.


R. Harold Alvarez, President

State of _____)
County of _____) ss.

On the 7th day of Jan 2008 personally appeared before me the President of **Imagica Entertainment, Inc.**, a Florida corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.


NOTARY PUBLIC

Address

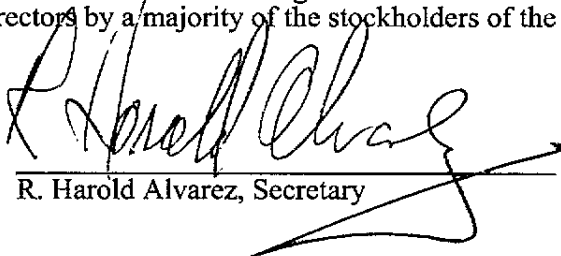
My Commission Expires: 6/27/08

SEAL



VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the Secretary of **Imagica Entertainment, Inc.**, a Florida corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors by a majority of the stockholders of the corporation.


R. Harold Alvarez, Secretary

State of _____)
County of _____) ss.

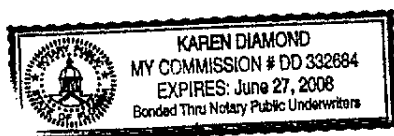
On the 7TH day of Jan, 2005, personally appeared before me the Secretary of **Imagica Entertainment, Inc.**, a Florida corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.


NOTARY PUBLIC

Address

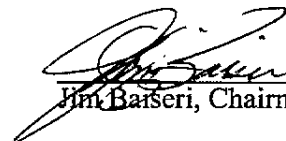
My Commission Expires: 6/27/08

SEAL



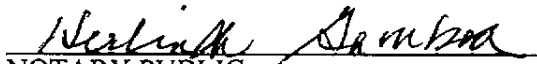
VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the President of **REYNALDO FOOD COMPANY, INC.**, a Nevada corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors by a majority of the stockholders of the corporation.


Jim Barseri, Chairman/COO

State of California)
County of Los Angeles)ss.

On the 7th day of January, 2005, personally appeared before me the President of **REYNALDO FOOD COMPANY, INC.**, a Nevada corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.


NOTARY PUBLIC

Address _____

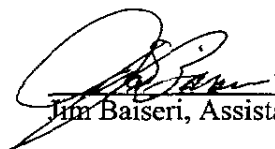
My Commission Expires: 4-29-08

SEAL



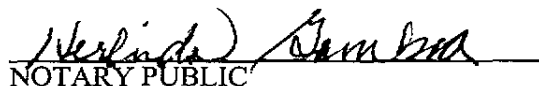
VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the Secretary of **REYNALDO FOOD COMPANY, INC.**, a Nevada corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors.


Jim Baiseri, Assistant Secretary

State of California)
County of Los Angeles)ss.

On the 7th day of January 2008, personally appeared before me the Secretary of **REYNALDO FOOD COMPANY, INC.**, a Nevada corporation, the signer of the above instrument who duly acknowledged to me that she executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.


NOTARY PUBLIC

Address _____

My Commission Expires: 4-29-08

SEAL

