

J53545

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

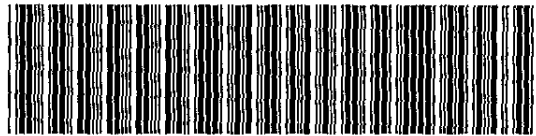
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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05 MAR - 1 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/7/05  
sp

Certificate / ARTICKS

of Correction voiding  
merger orig files

11/11/05 merging

# J53545 into  
Reynaldo Food Company

Imagica Entertainment, Inc.

221 W. Goolsby Blvd.

Deerfield Beach, Florida 33442

Phone (954) 429-3001

Fax (954) 427-8822

February 28, 2005

Division of Corporations

PO Box 6327

Tallahassee, Florida 32314

Attn: Susan Payne

RE: File Number: J53545

Dear Ms. Payne;

This letter is in reference to our phone conversation on February 15, 2005 regarding the cancellation/void of the merger filed on January 11, 2005.

Attached you will find the file-stamped Articles of Correction that was filed through State of Nevada, reversing the effects of the Merger between Imagica Entertainment, Inc. and Reynaldo Food Company, Inc.

Also, I have enclosed a check in the amount of \$35.00 to file the documentation to null/void the Merger Agreement. For your records, I have also enclosed a copy of the Rescission Agreement between Imagica Entertainment, Inc. and Reynaldo Food Company, Inc.

I am sorry for any inconvenience this has caused. If you have any questions, please contact me at (954) 429-3001.

Sincerely,

  
Karen Diamond



DEAN HELLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4299  
(775) 684-5700  
Website: secretaryofstate.biz

Entity #  
C12065-2004  
Document Number:  
20050023134-10

Date Filed:  
2/16/2005 8:00:07 AM  
In the office of

*Dean Heller*

Dean Heller  
Secretary of State

### Certificate of Correction

(PURSUANT TO NRS 78, 78A, 80, 81, 82, 84, 86, 87, 88, 88A, 89 and 92A)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

### Certificate of Correction

(Pursuant to NRS 78, 78A, 80, 81, 82, 84, 86, 87, 88, 88A, 89 and 92A)

1. The name of the entity for which correction is being made:

Reynolds Food Company, Inc.

2. Description of the original document for which correction is being made:

Articles of Merger

3. Filing date of the original document for which correction is being made: January 25, 2005

4. Description of the inaccuracy or defect.

The Articles of Merger between Images Entertainment, Inc. and Reynolds Food Company, Inc., is Null and Void. Both parties have agreed to "repeal" the Articles of Merger.

5. Correction of the inaccuracy or defect.

The Articles of Merger is Null and Void. Both parties have agreed to "repeal" the Articles of Merger.

6. Signature:

Authorized Signature

Title

2/15/05

Date

If entity is a Corporation, it must be signed by an Officer if stock has been issued, OR an incorporator or Director if stock has not been issued; a Limited-Liability Company, by a manager or managing members; a Limited Partnership or Limited-Liability Limited Partnership, by a General Partner; a Limited-Liability Partnership, by a Managing Partner; a Business Trust, by a Trustee.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Notary Secretary of State All Corrections \$400  
Fees are \$100/200

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## Rescission Agreement

Agreement, made this 9<sup>th</sup> day of February 2005 between Imagica Entertainment, Inc., a Florida Corporation (hereinafter "IMEA") and Reynaldo Food Company, Inc., a Nevada Corporation (hereinafter "Reynaldo"):

Whereas, IMEA and Reynaldo on December 31, 2004 entered into a Merger Agreement, a copy of which is annexed hereto as Exhibit A (the "Agreement").

Whereas, IMEA and Reynaldo wish to cancel and make null and void the Agreement and place the party's status quo ante.

Now, therefore, in consideration of the premises and promises contained herein the signatory parties agree hereto as follows:

1. The Agreement is by their document declared null and void and of no force and effect.
2. By virtue of paragraph 1 above, Reynaldo shall forthwith return to IMEA all shares of Restricted Common Stock.
3. By virtue of paragraph 1 above, Corporate Stock Transfer shall forthwith return to IMEA all outstanding common shares of Florida Resorts Developers.
4. All expenses of unwinding the Agreements pursuant to paragraph 1 hereof shall be borne by the respective parties.
5. This Agreement shall be construed under the Laws of the State of Nevada.
6. This Agreement may be signed in one or more counterparts.
7. All officers and Directors of Reynaldo Food Company, Inc. shall resign as officers and Directors of IMEA.
8. By virtue of 3 above, IMEA will immediately change the name from Reynaldo Food Company, Inc. to a name of their choice, and so notify the proper authority to change the name and trading symbol.

Therefore, in consideration of the mutual covenants of the parties, the parties hereby rescind the aforementioned contract effective as of this day first written above. This agreement of mutual rescission shall be binding upon the parties, their successors, assigns and personal representatives. Neither party shall have any further rights or duties thereunder.

This agreement shall be enforced under the laws of the State of Nevada. This is the entire agreement.

Reynaldo Food Company, Inc.

Witness:

Imagica Entertainment, Inc.

Witness:

# Imagica Entertainment, Inc.

**(A Florida Corporation)**

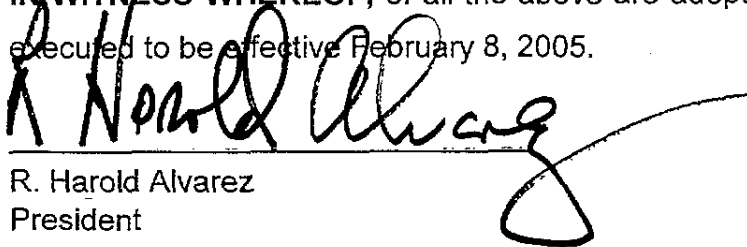
## **SPECIAL MEETING**

**Date: February 8, 2005**

The undersigned, being the Sole Director of Imagica Entertainment, Inc., a Nevada Corporation (the "Corporation"), hereby waives all statutory and bylaw requirements as to the call, notice of time, place, objects and purposes of the SPECIAL meeting of the Shareholders of the Corporation and hereby adopts, by this written consent pursuant to Nevada Revised Statutes, the following Resolutions and each and every action effected thereby:

**RESOLVED**, that after doing a merger with Reynaldo Food Company, Inc. that Reynaldo Food Company, Inc. management has changed its decision to merge with Imagica Entertainment, Inc. and rescends any and all agreements made between Reynaldo Food Company, Inc. and Imagica Entertainment, Inc. **FURTHERMORE**, Imagica Entertainment, Inc. instructs Corporate Stock Transfer to reverse the effects of the merger along with notifying Cusip, NASDAQ and DTC of the Rescission Agreement.

**IN WITNESS WHEREOF**, of all the above are adopted as corporate business and is executed to be effective February 8, 2005.



R. Harold Alvarez  
President