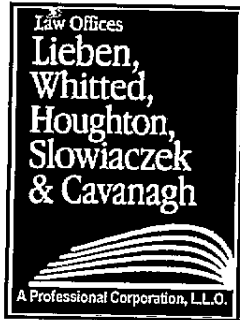


NO10000000182



James B. Cavanagh  
John D. Ellsworth  
David S. Houghton  
T. Geoffrey Lieben  
John S. Slowiaczek  
Warren R. Whitted, Jr.

Virginia A. Albers  
William G. Garbina  
Willow T. Head  
J.P. Sam King  
Michael C. Pallesen

Of Counsel  
Greg Jahn

December 27, 2000

UPS OVERNIGHT DELIVERY

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500003516335--6  
-12/28/00--01090--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

In re: Circo Foundation, Inc.  
Our File No.: 2506-014

Dear Sir or Madam:

Enclosed for filing are duplicate originals of the Articles of Merger for the above corporation. Please return a file-stamped copy of these Articles at the address below. Also enclosed is a check for \$70.00 to cover the cost of this filing.

Please contact me if you have any questions. Thank you for your assistance in this matter.

Yours very truly,

Michael C. Pallesen  
For the Firm

MCP/jb  
Enclosures  
123828

12/31/00  
Effective merger

FILED  
00 DEC 28 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. LEWIS JAN 9 2001

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

TRIPLE SEVEN PRODUCTIONS, INC., a Nebraska corporation not authorized  
to transact business in Florida.

INTO

**CIRCO FOUNDATION, INC.**, a Florida entity, N01000000182.

File date: December 28, 2000 , effective December 31, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

FILED  
00 DEC 28 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Not for Profit Corporation Act, Circo Foundation, Inc., a Florida corporation, sets forth the following information:

1. Attached to these Articles and made a part of them is a copy of the Plan of Merger dated December 26, 2000.
2. The Plan of Merger was approved by the undersigned Corporations in the manner prescribed by the Florida Not for Profit Corporation Act and the Nebraska Business Corporation Act.
3. (a) The name of the Surviving Corporation is Circo Foundation, Inc.

The Surviving Corporation has no members. The Plan of Merger was adopted on December 26, 2000, unanimously by the four (4) members of Surviving Corporation's Board of Directors.

- 
- 
- (b) Name of the Merged Corporation: Triple Seven Productions, Inc.

Shareholder approval was required.

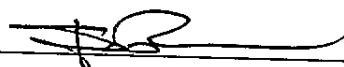
Designation (class or series) <u>of voting group</u>	Number of shares <u>outstanding</u>	Total No. of votes entitled <u>to be cast</u>	Total No. of votes cast <u>FOR</u> <u>AGAINST</u>
Common	1,000	1,000	1,000 0

The number cast for the plan by each voting group was sufficient for approval by that voting group.

- 
- 
- 
4. The effective date of this document is December 31, 2000.

DATED: December 26, 2000.

CIRCO FOUNDATION, INC.


By   
Dennis P. Circo, President

## PLAN OF MERGER

1. The names of the Constituent Entities in the merger are: Triple Seven Productions, Inc., and Circo Foundation, Inc. Triple Seven Productions, Inc., is a Nebraska corporation with its principal place of business located at 4611 South 96<sup>th</sup> Street, Omaha, Nebraska 68127. Nebraska law governs this corporation. Circo Foundation, Inc., is a Florida not for profit corporation with its principal place of business located at 3321 N.E. 16<sup>th</sup> Street, Ft. Lauderdale, Florida 33304. Florida law governs this corporation.
2. The name of the Surviving Corporation shall be: Circo Foundation, Inc.
3. The terms and conditions of the merger are as follows: Upon the date of filing of the Certificate of Merger with the Florida and Nebraska Secretaries of State, Circo Foundation, Inc., will be the surviving corporation and the separate existence of Triple Seven Productions, Inc., as a Nebraska corporation shall cease, and all rights, franchises, interests, property, real, personal and mixed, choses in action and any other assets and businesses of Triple Seven Productions, Inc. shall merge with, and become a part of, Circo Foundation, Inc., without any further transferences, deeds, conveyances, or other actions. All liabilities of every type and manner whatsoever of Triple Seven Productions, Inc., shall also become those of Circo Foundation, Inc.
4. The manner and basis of converting the shares of each merging corporation into shares, obligations or other securities of the Surviving Corporation, or any other corporation, or into cash or other property are as follows: Upon the date of filing the Certificate of Merger, all shares of stock of Triple Seven Productions, Inc., shall be canceled. There shall be no issuance of new shares.
5. The Plan of Merger was approved in accordance with Florida and Nebraska law.

Effective December 31, 2000.

CIRCO FOUNDATION, INC.

By   
Dennis P. Circo, President

TRIPLE SEVEN PRODUCTIONS, INC.

By   
Dennis P. Circo, President