

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H05000124415 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : AMY AVALOS PA  
Account Number : I20040000160  
Phone : (561) 767-0455  
Fax Number : (561) 828-0590

RECEIVED

05 MAY 17 AM 8:11

DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

GLUV CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 MAY 17 AM 9:47

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

Merger

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Gluv Corp.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert W. Pearce

(Name of person)

(Name of firm/company)

625 N. Flagler Drive, Suite 805

(Address)

West Palm Beach, FL 33401

(City/state and zip code)

For further information concerning this matter, please call:

Robert W. Pearce

(Name of person)

at

( 561 )

820-2444

(Area code & daytime telephone number)

- ☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Gluv Corp.	Florida	P01000001011

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Digikidz Holdings, Inc.	Florida	P04000147533

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 16, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 16, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
05 MAY 17 AM 9:47  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Typed or Printed Name of Individual & Title

**Janet E. Sikes, Secretary**

**Robert W. Pearce, Chief Executive Officer**

## **PLAN OF MERGER**

(Non-Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Gluv Corp.

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Digikidz Holdings, Inc.

Florida

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Third:** The terms and conditions of the merger are as follows:

The separate existence of Digikidz Holdings, Inc. shall cease. Gluv Corp. (the "Surviving Corporation" herein) shall succeed, without other transfer, to all the rights and properties of Digikidz Holdings, Inc. and shall be subject to all the debts and liabilities of such corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens upon the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Merger and shall succeed, continue, and remain unchanged by the Merger. The Articles of Incorporation of Gluv Corp. existing on the Effective Date of the Merger shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided therein or as provided by law. The Bylaws of Gluv Corp. existing on the Effective Date of the Merger shall continue in full force as the Bylaws of the Surviving Corporation until altered, amended, or repealed as provided therein or as provided by law. Each share of the common stock, \$0.001 par value per share, of Digikidz Holdings, Inc. will have voting rights equal to the same number of shares of the common stock of Gluv Corp.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

**Plan of Merger (continued)**  
**(Non Subsidiaries)**

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The holders of shares of Digikidz Holdings, Inc. common stock, \$0.001 par value per share, shall be entitled to receive one share of Gluv Corp. common stock, no par value, for each share of Digikidz Holdings, Inc. common stock, held by such shareholder prior to the Merger.

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

An amendment to Gluv Corp.'s Articles of Incorporation shall be filed with the State of Florida changing Gluv Corp.'s name to Media Magic, Inc. as soon as practicable after effecting the Merger.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

The directors of Digikidz Holdings, Inc. immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time until their respective successors have been duly elected and qualified. The officers of Digikidz Holdings, Inc. immediately prior to the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation, each holding the same respective position in the Surviving Corporation as such person held in Digikidz Holdings, Inc. immediately before the Effective Time, until such person's successor has been duly elected and qualified.