

PO1000043714

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

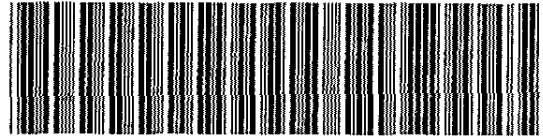
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

FF 070



600040125346

11/08/04--01009--012 **85.00

FILED
05 APR 14 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature
4/19

LAW OFFICES OF

Lee A. Drizin
LEE A. DRIZIN, CHTD.

LEE A. DRIZIN
JAMIE J. RESCH

April 7, 2005

Karen Gibson
Department of State - Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: TW PRODUCTIONS, INC.
Ref. Number: P01000043714

Dear Ms. Gibson:

Please find enclosed a Corporation Reinstatement form, Articles of Merger and a check in the amount of \$750.00 for the reinstatement fee for the above-referenced corporation. The merger fee of \$85.00 was previously submitted and is on account with the Department of State.

Please process the enclosed documents and return a conformed copy to our office in the postage-prepaid envelope provided. If you have any questions or need further information, please do not hesitate to contact our office.

Sincerely,

LEE A. DRIZIN, CHTD.

Julie D. Noe
JULIE D. NOE, ESQ.

Enclosures

H:\CORPORATE\TW PRODUCTIONS\MERGER\FL Dept of State.04-06-05.wpd

LAW OFFICES OF
LEE A. DRIZIN, chtd.

5440 W. SAHARA AVENUE

THIRD FLOOR

LAS VEGAS, NV 89146

(702) 948-8818 OFFICE

(702) 948-8820 FAX

November 1, 2004

Department of State - Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: TW Productions, Inc.
Jones Media Technologies, LLC
TJ Web Productions, L.C.

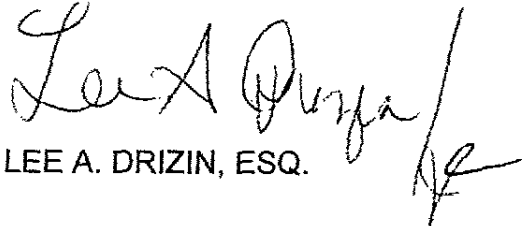
Dear Sir or Madam:

Please find enclosed a check in the amount of \$85.00 to cover the cost of filing with the Department of State, the Articles of Merger and Plan of Merger for the above referenced three entities. Upon completion of filing, please return conformed copies to our office. A self addressed postage pre-paid envelope is enclosed for your convenience.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

LEE A. DRIZIN, CHTD.



LEE A. DRIZIN, ESQ.

lee@leedrizin.com



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 17, 2004

LEE A. DRIZIN, ESQ.
5440 W. SAHARA AVENUE, THIRD FLOOR
LAS VEGAS, NV 89146

SUBJECT: TW PRODUCTIONS, INC.
Ref. Number: P01000043714

We have received your document for TW PRODUCTIONS, INC. and your check(s) totaling \$85.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2004 annual report. The entity must be reinstated before this document can be filed.

Please complete the enclosed form and return it to us with a check for \$750.00 in order to complete your reinstatement.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

PLEASE COMPLETE THE REINSTATEMENT FORM AND REFILE THE ARTICLES OF MERGER ON THE CORRECT FORM. PURSUANT TO THE CORRECT STATUTE NUMBERS AND RESUBMIT BOT TO MY ATTENTION. THE MONEY IS ALREADY HERE FOR THE MERGER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

Letter Number: 304A00065440

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.

FILED
05 APR 14 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------|---------------------|--|
| TW Productions, Inc. | Nevada | |

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------|---------------------|--|
| TW Productions, Inc. | Florida | 01000043714 |
| | | |
| | | |
| | | |
| | | |

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
October 27, 2004 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
October 27, 2004 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

TW Productions, Inc. (FL)

Timothy D. Knoll

TW Productions, Inc. (NV)

[Handwritten signature]

Timothy D. Knoll

PLAN OF MERGER

This Plan of Merger is made and entered into by and between TW Productions, Inc., a Florida corporation, hereinafter referred to as "the Constituent Corporation" or "**TWP-FL**," and TW Productions, Inc., a Nevada corporation, hereinafter referred to as "the Surviving Corporation" or "**TWP-NV**," and their respective boards of directors.

Premises

WHEREAS, the Board of Directors deem it to be advisable and for the best interests of said corporations and the stockholders thereof that **TWP-FL** be merged into **TWP-NV** under and pursuant to the laws of the State of Nevada and the State of Florida.

Plan

NOW, THEREFORE, in consideration of the promises and the mutual covenants, plans, provisions and grants herein contained, it is hereby agreed by and between the parties hereto that **TWP-FL** shall be and hereby is merged into **TWP-NV** under and pursuant to the provisions of NRS 92A.100 and Florida Statutes 607.1107 upon the terms and conditions hereinafter set forth, and the following are hereby prescribed as the terms and conditions of said Merger and the mode of carrying the same into effect.

Article I Merger

The acts and requirements of NRS 92A.100 and Florida Statutes 607.1107 in order to make this Plan effective, including the submission of this Plan to the stockholders, except as otherwise provided in NRS 92A.120, shall be attended to and done by the proper officers of each corporation within such time and in such manner that the merger provided for herein will become effective upon the filing of Articles of Merger.

Article II Effect of Merger

Upon said Merger becoming effective the separate existence of **TWP-FL** shall cease, except insofar as continued by statute, and all rights, privileges, powers and franchises of said corporation shall vest in **TWP-NV** which shall survive. Except as otherwise specifically set forth herein, or as provided by statute, all rights, privileges, powers and franchises of **TWP-NV** shall remain intact. No amendment to its Articles of Incorporation are required.

Article III

Conversion of Securities

The manner of converting or otherwise dealing with the stock of the Constituent Corporation shall be as follows:

1. Upon said Merger becoming effective each such share of stock of **TWP-FL** then outstanding shall be converted into one share of stock of **TWP-NV**. The holders of all such outstanding shares of stock of **TWP-FL** shall within a reasonable time surrender the certificates therefore to **TWP-NV** which shall cancel the same. **TWP-NV** shall thereafter issue to each such stockholder, in exchange therefore, a new stock certificate for the number of shares of stock of **TWP-NV** into which the shares represented by the stock certificates surrendered shall have been converted.

2. Upon said Merger becoming effective, all shares of stock of **TWP-FL** then held as treasury stock and all shares of stock of **TWP-FL** owned and held by **TWP-NV** and the certificates representing the same, shall be deemed to have been canceled and shall thereafter be of no force or effect.

3. Upon said Merger becoming effective, all rights to acquire interests, shares, obligations or other securities of **TWP-FL** shall be converted into rights to acquire interests, shares, obligations or other securities of **TWP-NV**.

Article IV

Assets

Upon said Merger becoming effective all the property, real, personal and mixed, of the Constituent Corporation, and all debts due on whatever account to it, including subscriptions for shares and other choses in action, shall be taken and be deemed to be transferred to and invested in **TWP-NV** by operation of law by virtue of and as provided in NRS 92A.250(1)(b), without further act or deed.

Article V

Liabilities

Upon said Merger becoming effective **TWP-NV** shall become responsible for all the liabilities and obligations of the Constituent Corporation in the same manner as if **TWP-NV** had itself incurred such liabilities and obligations; but the liabilities of the Constituent Corporation or of its stockholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof, or of any person dealing with such corporation, be impaired by said Merger, and any claim existing or action or proceeding pending by or against the Constituent Corporation may be prosecuted to judgment as if such Merger had not taken place, or **TWP-NV** may be proceeded against or substituted in its place, all as provided in NRS 92A.250(1)(d).

**Article VI
Resident Agent**

Upon said Merger becoming effective and thereafter **TWP-NV** may be served with process in the state of Nevada in any proceeding for the enforcement of any obligation of **TWP-FL** including any amount fixed by appraisers or the proper District Court, and the law firm of LEE A. DRIZIN, CHTD., is hereby irrevocably appointed as the agent of **TWP-NV** to accept service of process in any such proceeding.

**Article VII
Corporate Existence of Surviving Corporation**

The objects and purposes of **TWP-NV**, the duration of its existence, the location of its registered office, the total authorized number of its no par value shares, shall not be affected by the Merger.

**Article VIII
Directors**

The name and post office address of the sole director of **Surviving Corporation** is:

Timothy D. Knoll
10624 S. Eastern Avenue, Suite A247
Henderson, Nevada 89052

The term of office of said director is the same. He shall hold office until a successor is elected and qualified. Said Merger shall effect no change in **TWP-NV'S** officers or directors or their terms of office. Except of such changes as shall be caused by resignation, death, or removal for inability to serve or other cause, the first director of **TWP-NV** after said Merger becomes effective will be the person hereinabove named, whose address and term of office is as hereinabove stated.


**Article IX
Compliance with Laws**

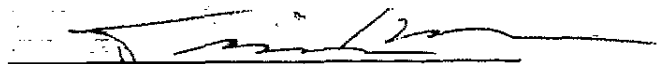
This Plan of Merger contains all statements that are required by Chapter 92A of the Nevada Revised Statutes and Chapter 607 of the Florida Statutes.

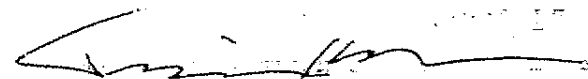
In witness whereof the undersigned directors, being a majority of the Board of Directors executing a Written Consent, have hereunto signed their names on the _____ day of _____, 2004, and each corporation has executed said Plan by causing its president and secretary to sign.

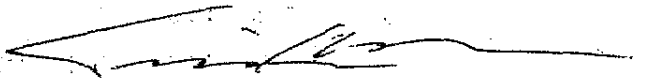
Constituent Corporation

Surviving Corporation


TIMOTHY D. KNOLL
Its: President



TIMOTHY D. KNOLL
Its: President


TIMOTHY D. KNOLL
Its: Secretary


TIMOTHY D. KNOLL
Its: Secretary


I, TIMOTHY D. KNOLL, Secretary of **Constituent Corporation**, hereby certify that the foregoing Merger Plan, after having been unanimously agreed to by written consent by the directors of the Constituent Corporation, was duly submitted to the stockholders of **Constituent Corporation**, and unanimously agreed to by written consent.

In witness whereof, I have hereunto set my hand as secretary this 27th day of October, 2004.


TIMOTHY D. KNOLL, Secretary of
Constituent Corporation

I, TIMOTHY D. KNOLL, secretary of **Surviving Corporation**, hereby certify that the foregoing Merger Plan, after having been unanimously agreed to by written consent by the directors of the Constituent Corporation, was duly submitted to the stockholders of **Surviving Corporation**, and unanimously agreed to by written consent.

In witness whereof, I have hereunto set my hand as secretary this 27th day of October, 2004.


TIMOTHY D. KNOLL, Secretary of
Surviving Corporation