

PO1000082554

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

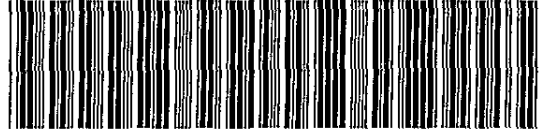
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400037794734

06/18/04--01010--012 **78.75

FILED

04 JUN 18 PM 12:05

CLERK OF STATE
TALLAHASSEE, FLORIDA

Ps 6/24/04
Mejor-

LAW OFFICES OF
STEPHEN A. SCOTT, P.A.
728 Northwest 8th Avenue
Gainesville, FL 32601

(352) 378-3056
FAX (352) 372-6530

Mailing Address:
Post Office Box 2218
Gainesville, FL 32602-2218

June 16, 2004

VIA FEDERAL EXPRESS
Telephone (850) 245-6050

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

RE: Articles of Merger - Innovative Media and
Promotions, Inc. (Document No. P01000082554)

Dear Sirs:


Enclosed please find Articles of Merger and attached Plan of Merger for the above referenced corporation. An additional copy of the document is also enclosed so you can send me a certified copy.

Also enclosed is my office check payable to the Department of State in the amount of \$78.75. The fees transmitted include the \$35.00 filing fee for the surviving corporation, the \$35.00 filing fee for the merging corporation, and \$8.75 for a certified copy.

Please file this immediately, and send a letter of acknowledgment and a certified copy at your earliest convenience.

If you have any questions, please give me a call at (352) 378-3056.

Sincerely,


Stephen A. Scott

SAS/llm

Enclosures

cc: Mr. Bryan Edelstein (w/enclosure)
cc: Brian Lynn, C.P.A. (w/enclosure)

FILED

04 JUN 18 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of
Welcome to Gainesville, Inc., a Florida Corporation,
into
Innovative Media and Promotions, Inc., a Florida Corporation

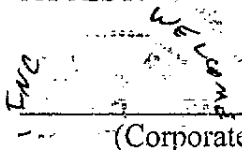
ARTICLES OF MERGER between Welcome to Gainesville, Inc., a Florida corporation (Fla. Document No. P02000123788) ("Welcome") and Innovative Media and Promotions, Inc., a Florida corporation (Document No. P01000082554) ("Innovative").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Welcome and Innovative adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated June 15, 2004 ("Plan of Merger") between Welcome and Innovative was approved and adopted by the shareholders of Innovative on June 15, 2004, and was adopted by the shareholders of Welcome on June 15, 2004.
2. Under the Plan of Merger, all issued and outstanding shares of Welcome's stock will be acquired by means of a merger of Welcome into Innovative, with Innovative the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

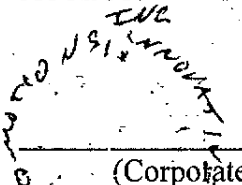
IN WITNESS WHEREOF, the parties have set their hands on June 15, 2004.

ATTEST:



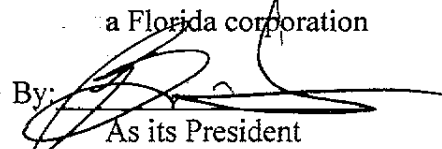
(Corporate Seal)

ATTEST:

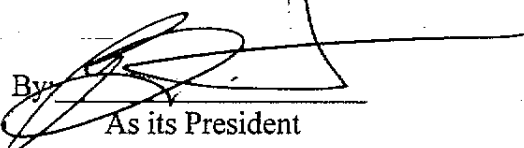


(Corporate Seal)

Welcome to Gainesville, Inc.,
a Florida corporation

By: 
As its President

Innovative Media and Promotions, Inc.,
a Florida corporation

By: 
As its President

PLAN OF MERGER

Merger between INNOVATIVE MEDIA AND PROMOTIONS, INC., a Florida corporation (Florida Document Number P01000082554) (the "Surviving Corp."), and WELCOME TO GAINESVILLE, INC., a Florida corporation (Florida Document Number P02000123788) (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one-fiftieth (1/50) of one (1) share of Surviving Corp.'s common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date shall receive cash in an amount determined as follows: The fractional share shall be purchased and redeemed by Surviving Corp. for cash, based on an agreed value (for this transaction only, and for no other purpose whatsoever) of sixteen cents (\$0.16) for one whole share of common stock of Surviving Corp.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary

EXHIBIT "A"

of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

C:\FILES\EDELSTEIN\Merger\Plan of Merger.001.wpd