



P01000116934

ACCOUNT NO. : 072100000032

REFERENCE : 578671 121767A

AUTHORIZATION :

COST LIMIT : \$ ~~87.50~~

FILED  
02 MAY 16 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 14, 2002

ORDER TIME : 3:01 PM

ORDER NO. : 578671-010

CUSTOMER NO: 121767A

CUSTOMER: Martin J. Genauer, Esq  
Karp & Genauer, P.a.  
Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

400005556474--0

ARTICLES OF MERGER

AJR PRODUCTIONS, LTD.

INTO

AJR PRODUCTIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

RECEIVED  
02 MAY 16 PM 4:23  
CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

C. Coulliette MAY 16 2002

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AJR PRODUCTIONS, LTD., a New York corporation not qualified

INTO

**AJR PRODUCTIONS INC.**, a Florida entity, P01000116934.

File date: May 16, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER  
OF  
AJR PRODUCTIONS, LTD.  
(a New York corporation)  
INTO  
AJR PRODUCTIONS INC.  
(a Florida corporation)**

**FILED**  
**02 MAY 16 PM 4:47**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), AJR PRODUCTIONS INC., a Florida corporation (the "Surviving Company"), hereby submits these Articles of Merger for the purpose of merging AJR PRODUCTIONS, LTD., a New York corporation (the "Merging Company"), with and into the Surviving Company:

**FIRST:** The name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name/Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AJR PRODUCTIONS, LTD. 767 Lexington Avenue New York, New York 10021	New York	Corporation

**SECOND:** The name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name/Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AJR PRODUCTIONS INC. Concorde Centre 2999 NE 191 <sup>st</sup> Street Suite 800 Aventura, Florida 33180	Florida	Corporation

Florida Document/Registration Number: P01000116934

**THIRD:** The attached Plan of Merger meets the requirements of section 607.1101 of the Act, and was adopted by the shareholders of the Surviving Company on May 9, 2002 in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The attached Plan of Merger was adopted by the shareholders of the Merging Company on May 9, 2002 in accordance with the laws of the State of New York.

**FIFTH:** This Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Executed as of the 9<sup>th</sup> day of May, 2002.

AJR PRODUCTIONS, LTD., a New York corporation

X By:   
Joey Roer, CEO

AJR PRODUCTIONS INC., a Florida corporation

X By:   
Joey Roer, CEO

E:\Data\mjg2\JOEY\artmerg.wpd

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made this 9th day of May, 2002, by and between **AJR PRODUCTIONS, LTD.**, a New York corporation ("AJR-NY"), and **AJR PRODUCTIONS INC.**, a Florida corporation ("AJR-FLA").

1. Subject to adoption of this Agreement and Plan of Merger (the "Plan of Merger") by (i) the Shareholders and the Board of Directors of AJR-NY pursuant to the provisions of the New York Business Corporation Law, and (ii) the Shareholders and the Board of Directors of AJR-FLA pursuant to the provisions of the Florida Business Corporation Act, and effective as of the Effective Date (as hereinafter defined), AJR-NY shall be merged with and into AJR-FLA, which shall be the surviving corporation (and is sometimes referred to herein as the "surviving corporation") and which shall continue to exist as the surviving corporation under the name AJR Productions Inc., pursuant to the provisions of the laws of the State of Florida. The separate existence of AJR-NY shall cease as of the Effective Date in accordance with the provisions of the New York Business Corporation Law.

2. The number of outstanding shares of AJR-NY is 200 shares, all of which are of one class and are common shares, and all of which are entitled to vote on the plan of merger.

3. The number of outstanding shares of AJR-FLA is 200 shares, all of which are of one class and are common shares, and all of which are entitled to vote on the plan of merger.

4. On and after the Effective Date, the articles of incorporation of AJR-FLA, amended as hereinafter provided, shall be the articles of incorporation of the surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed as therein provided and in the manner prescribed by the laws of the State of Florida.

5. On and after the Effective Date, the bylaws of AJR-FLA, as amended from time to time and as in effect on the Effective Date, shall be the bylaws of the surviving corporation and said bylaws shall continue in full force and effect until altered, amended, or repealed, or until new bylaws shall be adopted, in accordance with the laws of the State of Florida and the articles of incorporation and bylaws of the surviving corporation.

6. On and after the Effective Date, the directors and officers of AJR-FLA in office immediately prior to the Effective Date shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their positions as directors and officers until the election and qualification of their respective successors or as otherwise provided in the articles of incorporation and bylaws of the surviving corporation.

7. The surviving corporation will not issue any of its shares in exchange for the issued shares of AJR-NY. The shares of AJR-NY shall not be converted or substituted for

shares in the surviving corporation. All of the issued shares of AJR-NY shall, on the Effective Date, be surrendered, canceled and extinguished. The issued and outstanding shares of AJR-FLA shall not be converted or exchanged in any manner, but each one share which is issued and outstanding as of the Effective Date shall represent one share of the surviving corporation from and after the Effective Date.

8. The location of the principal office of the surviving corporation shall be Concorde Centre II, 2999 NE 191<sup>st</sup> Street, Suite 800, Aventura, Florida 33180.

9. This Plan of Merger shall be submitted for adoption by the Board of Directors of AJR-NY and AJR-FLA, and if adopted by the Board of Directors of AJR-NY and AJR-FLA, submitted for approval by the respective shareholders of the corporations, in the manner prescribed by the laws of the States of New York and Florida. If this Plan of Merger is adopted by the respective Board of Directors of AJR-NY and AJR-FLA, and approved by the respective shareholders of each of the corporations, each of AJR-NY and AJR-FLA shall cause to be executed and filed a certificate and/or articles of merger and such other documents, if any, prescribed by the laws of the States of New York and Florida, and will cause to be performed all necessary acts to effectuate the merger contemplated herein.

10. From and after the Effective Date, the officers and directors of the surviving corporation, in the name of AJR-NY and/or AJR-FLA, which were the constituent corporations, shall, from time to time as and when requested by the surviving corporation, execute, acknowledge, and deliver or cause to be executed, acknowledged and delivered, all such deeds and documents, and shall take or cause to be taken all such further acts or other action, as the surviving corporation may deem necessary or desirable to vest in the surviving corporation any property or right of any of the constituent corporations or to otherwise carry out the intent and purposes of this Plan of Merger.

11. Subject to adoption of this Plan of Merger by the Board of Directors of AJR-FLA and AJR-NY, and approval of the Plan of Merger by the respective shareholders of the corporations, the date on which the merger contemplated herein shall become effective (the "Effective Date") shall be the date upon which the Articles of Merger are accepted for filing by the State of Florida.

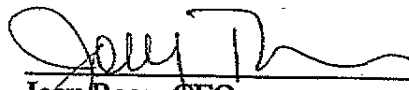
12. The transactions contemplated by this Plan of Merger are intended to qualify as a reorganization as defined in Section 368(a)(1) of the Internal Revenue Code of 1986. Accordingly, on and after the Effective Date, the books and records of the surviving corporation shall be maintained in such a manner as to appropriately reflect the consummation of the afore-described reorganization and all reports required to be filed with the Internal Revenue Service on and after the Effective Date shall appropriately reflect the reorganization.

13. This Plan of Merger shall be binding on and inure to the benefit of the respective parties hereto and their successors and assigns. This Plan of Merger shall be governed

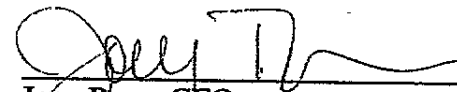
by the laws of the State of Florida. This Plan of Merger represents the entire understanding of the parties regarding the subject matter hereof, and supersedes any and all other inconsistent or conflicting prior agreements between the parties. Subject to the provisions of law to the contrary, the terms and provisions of this Plan of Merger may be amended by the Board of Directors of AJR-NY and AJR-FLA at any time prior to the filing of articles of merger with respect hereto, provided that any amendment shall be in a writing that is signed by the parties hereto. The Board of Directors of AJR-NY and AJR-FLA may abandon the merger contemplated herein by a writing to that effect at any time prior to filing a certificate and articles of merger with respect hereto. The provisions of this agreement are severable, and any invalidity, unenforceability or illegality in any provision or provisions hereof shall not affect the remaining provisions of this agreement. All references to gender or number in this agreement shall be deemed interchangeably to have a masculine, feminine, neuter, singular or plural meaning, as the sense of the context requires.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed and delivered in the manner prescribed by law on the date first written above.

**AJR PRODUCTIONS, LTD.**, a New York corporation

X By:   
Joey Roer, CEO

**AJR PRODUCTIONS INC.**, a Florida corporation

X By:   
Joey Roer, CEO