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TALLAHASSEE, FLORIDA

Morgan

T BROWN JUL 15 2003

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SMOKERS VIDEO II, INC.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RAYMOND J. ROTELLA, ESQ.

(Name of person)

KOSTO & ROTELLA, P.A.

(Name of firm/company)

POST OFFICE BOX 113

(Address)

ORLANDO, FL 32802

(City/state and zip code)

For further information concerning this matter, please call:

RAYMOND J. ROTELLA

(Name of person)

at (407) 425-3456
(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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 23, 2003

RAYMOND J. ROTELLA, ESQ.
KOSTO & ROTELLA, P.A.
P.O. BOX 113
ORLANDO, FL 32802

SUBJECT: BEACHES VIDEO, INC.
Ref. Number: P99000095690

We have received your document for BEACHES VIDEO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as I have had no further communication with you since our phone call of December 10, 2002.

The fee to file articles of merger is \$35.00 per party to the merger, therefore there is a balance due of \$35.00 to file the merger.

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2002 annual report/uniform business report.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 \$900.00 in order to complete your reinstatement.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 603A00024696



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 17, 2003

RAYMOND J. ROTELLA, ESQ.
KOSTO & ROTELLA, P.A.
P.O. BOX 113
ORLANDO, FL 32802

SUBJECT: BEACHES VIDEO, INC.
Ref. Number: P99000095690

We have received your document for BEACHES VIDEO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The fee to file articles of merger is \$35.00 per party to the merger, therefore there is a balance due of \$35.00 to file 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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 303A00037284

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) |
|------------------------|---------------------|--|
| SMOKERS VIDEO II, INC. | FLORIDA | P02000009593 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------|---------------------|--|
| BEACHES VIDEO, INC. | FLORIDA | P99000095690 |
| | | |
| | | |
| | | |
| | | |

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 9/15/02.

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 9/15/02.

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
03 JUL 14 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

John B. Smith

BEACHES VIDEO, INC.

[Handwritten signature]

RICHARD LEHMKUHL, PRES.

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

SMOKERS VIDEO II, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

BEACHES VIDEO, INC.

FLORIDA

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

(Including the manner and basis of converting the shares of stock)

A. CORPORATE IDENTITY AND FRANCHISE. Upon the merger becoming effective, the separate corporate existence of the merging corporation except as continued by statute, shall cease, and the surviving corporation shall without other transfer vest in and succeed to all the rights, privileges, powers and franchises and be subject to all the restrictions, disabilities, and duties of the Constituent Corporations.

B. CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of the Surviving Corporation is hereby amended, effective upon the merger date, so that the Certificate of Incorporation of the Surviving Corporation shall be as set forth in the filing with the Secretary of State.

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)

C. BYLAWS. Upon the merger becoming effective, the bylaws of the merging corporation, as in effect on the merger date, shall become the bylaws of the Surviving Corporation until altered, amended or repealed as provided therein.

D. TERMS OF EXCHANGE. The manner and basis of converting the outstanding shares of capital stock of the merging corporation and of making distribution to shareholders of the merging corporation in extinguishment of and substitution for shares of the Constituent Corporations shall be as follows:

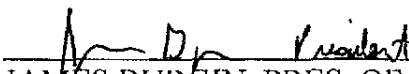
(1) Upon the merger becoming effective, each share of the merging corporation common stock issued and outstanding on the merger date shall continue to be one share of the common stock of the surviving corporation, \$1.00 par value per share.

(2) Upon the merger becoming effective, each share of the merging corporation common stock issued and outstanding on the merger date shall be deemed to be exchanged or converted into one share of the surviving corporation common stock

(3) After the merger date, each holder of one or more certificates which formerly represented shares of common stock of the merging corporation shall be entitled upon surrender thereof to receive in exchange therefor a new certificate or certificates representing the number of whole shares of the surviving corporation common stock.

All new certificates delivered to the merging corporation stockholders as provided in this paragraph shall be registered in the name in which the certificate or certificates surrendered in exchange therefor were registered, and shall be delivered to the person or persons who surrendered the certificates in exchange for which they were issued.

Dated this 15th day of September, 2002.



JAMES BURGIN, PRES. OF SMOKERS
VIDEO II, INC.



RICHARD LEHMKUHL, PRES. OF
BEACHES VIDEO, INC.