

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 SOUTHWEST 22 STREET, 4TH FLOOR

MIAMI, FL 33145 - (305) 854-6000

FILED

02 SEP 23 PM 1:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S)
(if known):

OFFICE USE ONLY

1. ELITE ENTERTAINMENT INTERNATIONAL, INC. P02000082326

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

☒ Walk-In ☐ Pick up time ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other - Merger

400007938324--2

-09/23/02--01018--005

*****60.00 *****60.00

400007938324--2

-09/24/02--01061--023

*****35.00 *****35.00

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

FILED

02 SEP 23 PM 1:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 23, 2002

SPIEGEL & UTRERA, P.A.
1840 SOUTHWEST 22 STREET
4TH FLOOR
MIAMI, FL 33145

SUBJECT: ELITE ENTERTAINMENT INTERNATIONAL, INC.
Ref. Number: P02000082326

We have received your document for ELITE ENTERTAINMENT INTERNATIONAL, INC. and your check(s) totaling \$60.00. However, the document has not been filed and is being retained in this office for the following:

The total amount due is \$95.00.

There is a balance due of \$35.00.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 302A00053949

RECEIVED
02 SEP 24 AM 8:32
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NETMARK CONSULTING GROUP, INC. A FLORIDA ENTITY
ELITE ADULT ENTERTAINMENT GROUP, L.L.C. A FLORIDA ENTITY

INTO

ELITE ENTERTAINMENT INTERNATIONAL, INC., a Florida entity,
P02000082326.

File date: September 23, 2002

Corporate Specialist: Agnes Lunt

ARTICLES OF MERGER
OF
NETMARK CONSULTING GROUP, INC.,
a Florida corporation
and
ELITE ADULT ENTERTAINMENT GROUP, L.L.C.,
a Florida limited liability company
into
ELITE ENTERTAINMENT INTERNATIONAL, INC.,
a Florida corporation

FILED

02 SEP 23 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between **ELITE ENTERTAINMENT INTERNATIONAL, INC.,** a Florida corporation ("Surviving Corporation") and **NETMARK CONSULTING GROUP, INC.,** a Florida corporation ("First Nonsurviving Company") and **ELITE ADULT ENTERTAINMENT GROUP, L.L.C.,** a Florida limited liability company ("Second Nonsurviving Company").

Pursuant to §607.1105 and §608.4382 of the Florida Statutes, the Surviving Corporation and the First and Second Nonsurviving Companies adopt the following Articles of Merger:

ARTICLE - 1

The name of the Surviving Corporation has not been changed as a result of the Merger. The name of the Corporation surviving the Merger is:

ELITE ENTERTAINMENT INTERNATIONAL, INC.,
a Florida corporation

ARTICLE - 2

The Surviving Corporation is a domestic corporation, incorporated in the State of Florida on July 30, 2002.

ARTICLE - 3

The name of the First Nonsurviving Company is:

NETMARK CONSULTING GROUP, INC.,
a Florida corporation

The name of the Second Nonsurviving Company is:

ELITE ADULT ENTERTAINMENT GROUP, L.L.C.,
a Florida limited liability company

901-5912

201-16583

ARTICLE - 4

The state of domicile of the First Nonsurviving Company is the State of Florida and the date of incorporation of the First Nonsurviving Company is January 17, 2001. The state of domicile of the Second Nonsurviving Company is the State of Florida and the date of incorporation of the Second Nonsurviving Company is September 27, 2001.

FILED

02 SEP 23 PM 11:10
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLE - 5

The Plan of Merger dated the 16th day of September, 2002 ("Plan of Merger"), between Surviving corporation and the First Nonsurviving corporation was adopted by the Board of Directors of the Surviving corporation as of the 16th day of September, 2002 since Shareholder approval of the Plan of Merger is not required by the Shareholders of the Surviving corporation pursuant to §607.1103(7) and §607.1103(1) of the Florida Statutes and was adopted by the Board of Directors of the First Nonsurviving Company as of the 16th day of September, 2002 since Shareholder approval of the Plan of Merger is not required by the Shareholders of the First Nonsurviving Company. The Plan of Merger dated the 16th day of September, 2002 ("Plan of Merger"), between the Surviving Corporation and the Second Nonsurviving Company was approved by the Shareholders of the Surviving Corporation and adopted by the Board of Directors of the Surviving Corporation as of the 16th day of September, 2002. Pursuant to §608.4381, the Plan of Merger complies with the Second Nonsurviving Company's articles of organization and operating agreement as well as the provisions of §608.438 et seq., and was approved in writing by a majority of the managers who are Members of the Nonsurviving Company prior to the adoption of this plan of merger as of the 16th day of September, 2002.

ARTICLE - 6

Pursuant to the Plan of Merger, all issued and outstanding equity interests in the Nonsurviving Company will be acquired by means of a merger of the First and Second Nonsurviving Companies into the Surviving corporation (hereinafter the "Merger").

ARTICLE - 7

The Plan of Merger as approved is on file at the principal place of business of the Surviving corporation at 6306 Southwest 191 Avenue, Pembroke Pines, Florida 33332 and is attached as Exhibit "A" and incorporated by reference as if fully set forth.

ARTICLE - 8

The Surviving Corporation shall furnish a copy of the Plan of Merger on request and without cost to any Shareholder or Manager of any such merging corporation or company.

ARTICLE - 9

FILED

Pursuant to §607.1105(1)(b) of the Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 16th day of September, 2002.

**ELITE ENTERTAINMENT INTERNATIONAL,
INC., a Florida corporation**

By: Melissa L. Nadel
Melissa L. Nadel, President

By: Alper Yarali
Alper Yarali, Secretary

**ELITE ADULT ENTERTAINMENT GROUP,
L.L.C., a Florida limited liability company**

By: Melissa L. Nadel
Melissa L. Nadel, Manager

By: Alper Yarali
Alper Yarali, Manager

**NETMARK CONSULTING GROUP, INC., a
Florida corporation**

By: Alper Yarali
Alper Yarali, President

By: Alper Yarali
Alper Yarali, Secretary

PLAN OF MERGER

Merger between **ELITE ENTERTAINMENT INTERNATIONAL, INC., a Florida corporation** (the "Surviving Corp.") and **NETMARK CONSULTING GROUP, INC., a Florida corporation** (the "Nonsurviving Corp.") and **ELITE ADULT ENTERTAINMENT GROUP, L.L.C., a Florida limited liability company** (the "Nonsurviving Company"), (collectively the "Constituent Entities"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with §607.1107 and §608.438 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to 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. Approval. This Plan was adopted by the Board of Directors of the Surviving corporation. Shareholder approval of the Plan of Merger is not required by the Shareholders of the Surviving corporation pursuant to §607.1103(7) and §607.1103(1). This Plan was adopted by the Board of Directors of the Nonsurviving Corp.. Shareholder approval of the Plan of Merger is not required by the Shareholders of the Nonsurviving Corp. pursuant to §607.1103(7) and §607.1103(1). This Plan was approved in writing by a majority of the managers who are Members of the Nonsurviving Company. Pursuant to §608.4381, this Plan of Merger complies with the Nonsurviving Company's articles of organization and operating agreement as well as the provisions of §608.438 *et seq.*

3. Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, all shares of Nonsurviving Corp.'s common stock that are or shall be issued and outstanding at that time shall without more be converted into and exchanged for ONE MILLION SHARES of common stock in the Surviving Corp. with a par value of .001 in accordance with this Plan. Upon the effective date, these ONE MILLION SHARES shall represent one-third of the issued and outstanding shares in the common stock of the Surviving Corp. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock. Upon the Effective Date, all membership interests of Nonsurviving Company that are or shall be issued and outstanding at that time shall without more be converted into and exchanged for TWO MILLION SHARES of common stock in the Surviving Corp. with a par value of .001 in accordance with this Plan. Upon the effective date, these TWO MILLION SHARES shall represent two-thirds of the issued and outstanding shares in the common stock of the Surviving Corp. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

4. Satisfaction of Rights. All shares of Surviving Corp.'s stock which have been converted from the shares of Nonsurviving Corp.'s stock and the membership interests of Nonsurviving Company shall be deemed to have been paid in full satisfaction of such converted stock and membership interests.

5. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. None of the former holders of Nonsurviving Corp.'s shares or Nonsurviving Company's membership interests owned fractional shares.

6. Effect of Merger. On the Effective Date, the separate existence of Nonsurviving Corp. and Nonsurviving Company shall cease, and Surviving Corp. shall be fully vested in Nonsurviving Corp.'s and Nonsurviving Company's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities and duties, all as more particularly set forth in §607.1108 and § 608.438 of the Act.

7. Supplemental Action. If at any times 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 Nonsurviving Corp. or Nonsurviving Company, as the case may be, whether past or remaining in office, shall execute and deliver, upon 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.

8. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Entities' Members and Board of Directors and the execution of this Plan, Nonsurviving Corp. and Nonsurviving Company and Surviving Corp. shall cause their respective representatives to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles as specified herein.

9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by any of the Constituent Entities which is, or the Shareholders or Members of which are, entitled to the benefit thereof, by action taken by the Managers or Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the Shareholders or Members of the Constituent Entities 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 and §608.4381 of the Act.

10. 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 all Constituent Entities, notwithstanding favorable action by the Shareholders and Members of the respective Constituent Entities.

IN WITNESS WHEREOF, the parties have set their hands this 16th day of September, 2002.

**ELITE ENTERTAINMENT
INTERNATIONAL, INC., a Florida
corporation**

By: Melissa L. Nadel
Melissa L. Nadel, President

By: Alper Yarali
Alper Yarali, Secretary

**NETMARK CONSULTING GROUP, INC.,
a Florida corporation**

By: Alper Yarali
Alper Yarali, President and Secretary

**ELITE ADULT ENTERTAINMENT GROUP,
L.L.C., a Florida Limited Liability Company**

By: Melissa L. Nadel
Melissa L. Nadel, Manager

By: Alper Yarali
Alper Yarali, Secretary