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☐ PICK-UP ☐ WAIT ☐ MAIL

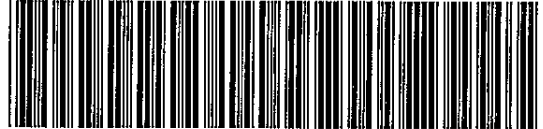
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Merger

05/09/05--01031--001 **70.00

RECEIVED
05 MAY -9 AM 10:53
CLERK OF THE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
05 MAY -9 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 5/9/05

Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

Office Use Only

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

1. Moscow State Circus, Inc. P03-3889
(Corporation Name) (Document #)
2. Diversified Leasing, Inc. P03-14751 *
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 5/9/05

☐ Certified Copy

**Surviving Entity*

☐ Mail Out

☐ Will wait

☒ *STPD* Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF MERGER
OF MOSCOW STATE CIRCUS, INC. INTO
DIVERSIFIED LEASING, INC.**

FILED
MAY -9 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, et. seq. of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in a manner prescribed by the Florida Business Corporation Act. The Plan of Merger is attached to these Articles of Merger as **Exhibit "A"** and incorporated by reference herein. The effective date of the Plan of Merger is May 6, 2005.

2. The dates of adoption of the Plan of Merger by the Shareholders were:

<u>Name of Corporation</u>	<u>Date</u>
Diversified Leasing, Inc., a Florida corporation	May 6, 2005
Moscow State Circus, Inc., a Florida corporation	May 6, 2005

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Diversified Leasing, Inc.	10,000
Moscow State Circus, Inc.	10,000

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Diversified Leasing, Inc.	10,000	-0-
Moscow State Circus, Inc.	10,000	-0-

DATED: May 6, 2005.

DIVERSIFIED LEASING, INC., a Florida corporation,

By: 
Cornell Nicholas
Its: President

MOSCOW STATE CIRCUS, INC.
a Florida corporation,

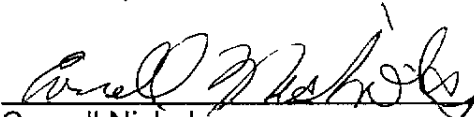
By: 
Cornell Nicholas
Its: President

EXHIBIT "A"

PLAN OF MERGER

EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER dated May 6, 2005, by and between DIVERSIFIED LEASING, INC., a Florida corporation (hereinafter referred to as "Diversified" or "Surviving Corporation"), and MOSCOW STATE CIRCUS, INC., a Florida corporation (hereinafter referred to as "Moscow State" or "Absorbed Corporation").

WITNESSETH:

WHEREAS, Diversified is a corporation organized and existing under the laws of the State of Florida with its principal office at 1747 Independence Blvd. Suite E-8, Sarasota, Florida 34234; and

WHEREAS, Diversified has a capitalization of Ten Thousand (10,000) authorized shares of \$1.00 Par Value Common Stock, of which Ten Thousand (10,000) shares are issued and outstanding; and

WHEREAS, Moscow State is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1747 Independence Blvd. Suite E-8, Sarasota, Florida 34234; and

WHEREAS, Moscow State has a capitalization of Ten Thousand (10,000) authorized shares of \$1.00 Par Value Common Stock, of which Ten Thousand (10,000) shares are issued and outstanding; and

WHEREAS, the Board of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that Moscow State be merged into Diversified pursuant to the provisions of Sections 607.1101 et seq. of the

Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Effective May 9, 2005 Moscow State, shall merge with and into Diversified, which will be the Surviving Corporation. The name of the Surviving Corporation shall be Diversified Leasing, Inc.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

- (a) Each share of the \$1.00 Par Value Common Stock of Moscow State issued and outstanding on the effective date of the merger shall be converted into one (1) share of

the \$1.00 Par Value Common Stock of Diversified, which shares of Common Stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of Common Stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. One additional share of the Surviving Corporation shall be issued for each one share of the Absorbed Corporation surrendered in exchange therefor.

SECTION FOUR - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Corporation will continue to be treated as an S Corporation under the Internal Revenue Code of 1986, as amended. When the Absorbed Corporation, an S Corporation, shall cease on the effective date of the merger, the taxable year of the Absorbed Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Absorbed Corporation.

SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

SECTION SIX - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SEVEN - DIRECTORS AND OFFICERS

The Board of Directors of the Surviving Corporation shall consist of a minimum of one member. The Director of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the Surviving Corporation or until his successor has been duly elected or appointed and qualified:

CORNELL NICHOLAS
BARRY SCHMOYER

The officers of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the Board of Directors or until his successors have been duly elected or appointed and qualified:

President:	Barry Schmoyer
Vice President:	Cornell Nicholas
Secretary:	Cornell Nicholas
Treasurer:	Barry Schmoyer

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may pay regular quarterly dividends on their outstanding common shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION NINE - APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before May 5, 2005, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be May 9, 2005.

SECTION ELEVEN - ABANDONMENT OF MERGER


This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date, if the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before .

SECTION TWELVE - EXECUTION OF AGREEMENT


This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.


DIVERSIFIED LEASING, INC., a Florida Corporation

By: 
Cornell Nicholas, President

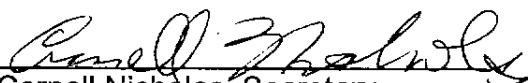
Attest:


Cornell Nicholas, Secretary

MOSCOW STATE CIRCUS, INC.,
a Florida corporation,

By: 
Cornell Nicholas, President

Attest:


Cornell Nicholas, Secretary

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