

AUG-18-03 MON 10:08 AM

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : FILINGS, INC.
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MERGER OR SHARE EXCHANGE

UNDER THE CANOPY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

merger

08/18/03

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

UNDER THE CANOPY, INC.

A Florida corporation

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

UNDER THE CANOPY, INC.

A New Jersey corporation

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

Fifth: Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 6, 2003.

Sixth: Adoption of Merger by merging corporation

The Plan of Merger was adopted by the shareholders of the merging corporation on August 6, 2003.

Seventh: SIGNATURES FOR EACH CORPORATION

(appear on following page)

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Name of Corporation

Under the Canopy, Inc., a Florida corporation

By: Marci Zaroff, President
Signature

Marci Zaroff, President

Typed or Printed Name of Individual & Title

Under the Canopy, Inc., a New Jersey corporation

By: Marci Zaroff, President
Signature

Marci Zaroff, President

Typed or Printed Name of Individual & Title

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Under the Canopy, Inc.	A Florida corporation

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Under the Canopy, Inc.	A New Jersey corporation

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

On August 6, 2003, a Merger Agreement was entered into by and among Under the Canopy, Inc., a New Jersey corporation, (the "Merging Corporation"), Under the Canopy, Inc., a Florida corporation (the "Surviving Corporation") and Marci Zaroff who constitutes the majority shareholder of the Surviving Corporation.

The Merging Corporation will acquire all of the issued and outstanding shares of the common stock of the Surviving Corporation upon the terms and subject to the conditions set forth in the parties' Merger Agreement.

In order to effectuate the transaction, the parties have agreed, subject to the terms and conditions set forth in this Agreement, to merge the Merging Corporation with and into the Surviving Corporation, resulting in the Surviving Corporation continuing as the surviving company. As a result of the merger, the shareholders of the Merging Corporation will be issued certain shares of common stock of the Surviving Corporation.

As a result of the merger, the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue as the surviving corporation.

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

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part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation or, in whole or in part, into cash or other property are as follows:

To complete the merger, each issued and outstanding share of common stock of the Merging Corporation shall be converted into one share of the common stock of the Surviving Corporation.

Other provisions relating to the merger are as follows:

The Articles of Incorporation and the Bylaws of Under the Canopy, Inc. (a Florida Corporation) shall survive the merger.

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