

P03000077763

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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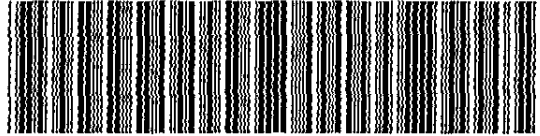
(Business Entity Name)

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CO. REGISTRATIONS
TALLAHASSEE, FLORIDA

2003 AUG 12 AM 9:52

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J. BRIAN AUG 18 2003

FEINGOLD & KAM

ATTORNEYS AT LAW

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Palm Beach Gardens, FL 33410

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August 8, 2003

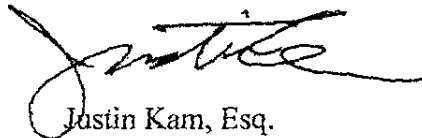
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: *Worldwide Film Funding, Inc.*

To Whom it May Concern:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of Worldwide Funding, Inc. and the Articles of Merger. For your convenience, we have also enclosed a self addressed and stamped envelope. Please return a stamped copy to our office.

Sincerely,



Justin Kam, Esq.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Worldwide Film Funding, Inc</u> <u>433 Plaza Real, Suite 275</u> <u>Boca Raton, FL 33432</u>	<u>FL</u>	<u>C Corp</u>
Florida document/Registration Number: <u>P03000077726</u>		FEI Number: <u>20-00091660</u>
2. <u>Worldwide Film Funding Partners, LLC</u> <u>3300 PGA Blvd, Suite 410</u> <u>Palm Beach Gardens, FL 33410</u>	<u>FL</u>	<u>LLC</u>
Florida document/Registration Number: <u>L03000007806</u>		FEI Number: <u>41-2087293</u>
3. _____ _____ _____	_____	_____
Florida document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Worldwide Film Funding, Inc.</u> <u>433 Plaza Real, Suite 275</u> <u>Boca Raton, FL 33432</u>	<u>FL</u>	<u>C Corp</u>
Florida document/Registration Number: <u>P03000077726</u>	<u>63</u>	FEI Number: <u>20-00091660</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620 Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting share holders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

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SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

07/08/03

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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JENNIFER CORPORATION'S
TALLAHASSEE, FLORIDA

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
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Worldwide Film Funding, Inc.	FL
Worldwide Film Funding Partners, L.L.C.	FL

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
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Worldwide Film Funding, Inc.	FL
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THIRD: The terms and conditions of the merger are as follows:

Worldwide Film Funding, Inc. shall assume all liabilities and debts and acquire all the assets of Worldwide Film Funding Partners, LLC. The title to all property is vested in Worldwide Film Funding, Inc., without reversion or impairment.

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each membership interest in Worldwide Film Funding Partners, LLC shall be converted into one share of common stock of Worldwide Film Funding, Inc.

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TALLAHASSEE, FLORIDA

B. The manner and basis of converting rights to acquire interests, shares obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no rights to acquire interests, shares obligations or other securities of the surviving entity or merged party.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
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N/A

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JULIA J. HARRIS
TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)