

P03000102706

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From:
Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700

MERGER OR SHARE EXCHANGE

NEW CONSTELLATION PRODUCTIONS, INC.

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

RECEIVED
03 DEC -5 PM 5:00
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 26, 2003

NEW CONSTELLATION PRODUCTIONS, INC.
1506 PRUDENTIAL DRIVE
JACKSONVILLE, FL 32207

SUBJECT: NEW CONSTELLATION PRODUCTIONS, INC.
REF: P03000102706

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

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

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DEC. 5. 2003 4:51PM FOLEY LARDNER

NO. 8925 P. 3/6

FAX AUDIT NO.: H03000324821

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
CONSTELLATION PRODUCTIONS, INC.
WITH AND INTO
NEW CONSTELLATION PRODUCTIONS, INC.**

Pursuant to the provisions of Sections 607.1105 and 607.1107 the Florida Business Corporation Act (the "Florida Act") and Chapter 11 of the California Corporations Code, the undersigned enter into these Articles of Merger by which Constellation Productions, Inc., a California corporation, shall be merged with and into New Constellation Productions, Inc., a Florida corporation, and New Constellation Productions, Inc. shall be the surviving corporation, in accordance with an Agreement and Plan of Merger (the "Plan"), adopted pursuant to Sections 607.1105 and 607.1107 of the Florida Act and Section 1101 of the California Corporations Code. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at 11:59 p.m. on September 30, 2003 or, if later, at the close of business on the date on which these Articles of Merger are filed with the Department of State of Florida.

THIRD, pursuant to Section 607.1107 of the Florida Act, the Plan was adopted on September 15, 2003 by the Board of Directors of New Constellation Productions, Inc., the sole shareholder of Constellation Productions, Inc., and by the sole shareholder of New Constellation Productions, Inc.

[Signatures appear on following page]

FAX AUDIT NO.: H03000324821

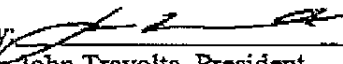
DEC. 5. 2003 4:52PM FOLEY LARDNER

NO. 8925 P. 4/6

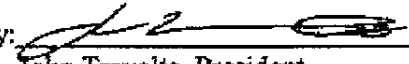
Fax Audit No.: H03000324821

IN WITNESS WHEREOF, these Articles of Merger have been executed by Constellation Productions, Inc., as the merging corporation, and by New Constellation Productions, Inc., as the surviving corporation, this 15th day of September, 2003.

CONSTELLATION PRODUCTIONS, INC.
(The Merging Corporation)

By: 
John Travolta, President

NEW CONSTELLATION PRODUCTIONS,
INC. (The Surviving Corporation)

By: 
John Travolta, President

Fax Audit No.: H03000324821

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") provides for the merger of **CONSTELLATION PRODUCTIONS, INC.**, a California corporation, (the "Merging Corporation"), with and into **NEW CONSTELLATION PRODUCTIONS, INC.**, a Florida corporation (the "Surviving Corporation"), as follows:

1. **Merger.** The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the merging Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation.
2. **Effective Date.** The Merger shall become effective at 11:59 P.M. on September 30, 2003, or if later, at the close of business on the date on which Articles of Merger are filed with the Florida Department of State (the "Effective Date").
3. **Conversion of Merging Corporation Stock.** Each share of common stock of the Merging Corporation which is issued and outstanding on the Effective Date and held by any person shall, by virtue of the Merger, automatically, without any action on the part of any holder thereof, be cancelled.
4. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation shall be amended as follows and, as amended, shall continue to be the articles of incorporation of the Surviving Corporation on and after the Effective Date:

Section 1.1 is hereby amended as follows:

"Section 1.1 **Name.** The name of the corporation is Constellation Productions, Inc."

5. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

6. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Date by either of the Merging Corporation or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida, by filing a Notice of Abandonment with such Department.

Fax Audit No.: H03000324821

DEC. 5. 2003 4:52PM FOLEY LARDNER

NO. 8925 P. 6/6


Fax Audit No.: H03000324821

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger
this 15th day of September, 2003.

CONSTELLATION PRODUCTIONS, INC.
(The Merging Corporation)

By: 
John Travolta, President

NEW CONSTELLATION PRODUCTIONS, INC.
(The Surviving Corporation)

By: 
John Travolta, President

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