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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Celsius, Inc.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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merger

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ARTICLES OF MERGER

(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Celsius, Inc.	Nevada	E0033032007-3

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Elite FX, Inc.	Florida	P04000066803

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.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 01/24/2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 01/23/2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
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Gelsius, Inc.

Kristian Kostovski

Elite FX, Inc.

Stephen Haley

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Celsius, Inc.

Nevada

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Elite FX, Inc.

Florida

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

Elite FX, Inc. ("Elite") shall merge into Celsius, Inc. ("Celsius"), a Nevada corporation and wholly-owned subsidiary of Celsius Holdings, Inc., a Nevada corporation ("CH"). Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1105, Florida Statutes. Elite shall be merged with and into Celsius, the separate and corporate existence of Elite shall cease, and Celsius shall continue its corporate existence under the laws of its state of incorporation under its present name. Celsius shall possess and retain every interest of Elite in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of Elite shall be vested in Celsius corporation without further act or deed. The title/interest in all real estate vested in Elite shall become vested in the Celsius without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to Elite shall be vested in Celsius without further act or deed. Celsius shall be liable for all of the obligations of Elite existing effective as of the date the Articles of Merger are filed with the Florida Department of State, other than outstanding options to purchase Elite stock which shall be assumed by CH.

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

Elite's shareholders shall receive a total of 70,912,245 shares of CH common stock as full consideration for the issued and outstanding shares of Elite. Upon completion of the merger, Elite stockholders shall hold approximately 74.1% (72.9% on a fully diluted basis) of CH's issued and outstanding common stock. All options to acquire Elite stock shall be assumed by CH and converted into options to acquire CH common stock without any further action by the parties or otherwise.

(Attach additional sheets if necessary)

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SLAVIC/PLANRIGHT

NO. 055 P. 5
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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

NameJurisdiction

The name and jurisdiction of each subsidiary corporation:

NameJurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

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