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Division of Corporations

Account Name : BARITZ & COLMAN LLP

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MERGER OR SHARE EXCHANGE

Celsius, Inc.

Certificate of Status	1
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1/31/2007

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 sur	viving corporation:	
Name	<u>Jurisdiction</u>	Occument Number (If known/applicable)
Celsius, Inc. Nevada		E0033032007-3
Second: The name and jurisdiction of each	merging corporation:	TSTAT
Name	Jurisdiction	Document Number (If known/applicable)
Elite FX, Inc.	Florida	P04000066803
	The second secon	
	Same to the second	
	and the same of th	
Third: The Plan of Merger is attached.	รู้ เริ่มีของเรียกเป็นตัวเก็บ ข้าวได้ ของเก็บ และ เมื่อใช้เหลือ เก็บ เมื่อเก็บ เก็บได้	Balen Maria
Fourth: The merger shall become effective Department of State.		
QR / / (Enter a specific than 90 days a	o date. NOTE: An effective date canno fter merger file date.)	t be prior to the date of filing or more
Fifth: Adoption of Merger by surviving co The Plan of Merger was adopted by the shar	orporation - (COMPLETE ONLY (cholders of the surviving corpor	ONE STATEMENT) ation on
The Plan of Merger was adopted by the boar 01/24/2007 and shareholder	rd of directors of the surviving co	orporation on
Sixth: Adoption of Merger by merging cor The Plan of Merger was adopted by the shar	poration(s) (COMPLETE ONLY C eholders of the merging corporat	NE STATEMENT) tion(s) on <u>01/23/2007</u>
The Plan of Merger was adopted by the boar	rd of directors of the merging cor approval was not required.	poration(s) on

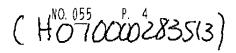
(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Typed or Printed Name of Individu Director		
Gelslus, Inc.	Solore	Kristian Kostovski	
Elite FX, Inc.	Japan !	Stephen Haley	
A Section of the sect			
		19 2 - 1 - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 -	



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.

Name	<u>Jurisdiction</u>
Celsius, Inc.	Nevada
Second: The name and jurisdiction of each mers	ging corporation;
Name	Jurisdiction
Elite FX, Inc.	Florida

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

First: The name and jurisdiction of the surviving corporation:

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 6 07.1105, 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 chares 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

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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:

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows:

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 <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>		Jurisdiction				
The name and jurisdiction of each subsid	llary corporation					
Name		Jurisdict	<u>ion</u>			
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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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