

**004000171959**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**MEZZANINE PRODUCTIONS INC.**

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12-29-04  
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, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MEZZANINE PRODUCTIONS INC.	FLORIDA	P04000171959

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MEZZANINE PRODUCTIONS INC.	NEW YORK	A690850-4
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 in the future.)

**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 12/01/04

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 12/01/04

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

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

**Mezzanine Productions Inc.**

Kathryn R. R. R.  
Kathryn R. R. R.

**Keith Strickland, President, Florida Corp**

**Mezzanine Productions Inc.**

**Keith Strickland, President, New York Corp.**

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### PLAN OF MERGER

The undersigned certifies that:

- First: Mezzanine Productions Inc., a corporation organized under the laws of the State of Florida (hereinafter called "Surviving corporation") shall merge with and assume the liabilities and obligations of the following corporation (hereinafter called "Merging corporation") Mezzanine Productions Inc., a Florida corporation.
- Second: On the effective date of the merger all of the issued and outstanding shares of the above-referenced Merging corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.
- Third: The Articles of Incorporation of the Surviving corporation shall be the Articles of Incorporation of the corporation surviving the merger.
- Fourth: The bylaws of the Surviving corporation shall be the bylaws of the corporation surviving the merger.
- Fifth: The directors and officers of the Surviving corporation shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.
- Sixth: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary proper to effect merger.
- Seventh: That this plan/agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with section 607.1105, F.S. of the Florida business corporation law.
- Eighth: That the executed plan/agreement of merger is on file at an office of the surviving corporation and the address is 915 Cornish Lane, Key West, FL 33040.
- Ninth: That a copy of the plan/agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

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Tenth: The designation and number of outstanding shares and the number of shares entitled to vote for each constituent corporation is as follows:

<u>Name of Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Designation</u>	<u># Entitled to vote</u>
Mezzanine Productions Inc. (a Florida corporation)	200		200 common
Mezzanine Productions Inc. (a New York corporation)	200		200 common

Dated: 12/1/2004

BY:


Mezzanine Productions Inc.,  
(a Delaware corporation)

Mezzanine Productions Inc.,  
(a New York corporation)



Chief Executive Officer  
Keith Strickland

Attested by:



Andrew G. Burggraf  
CPA

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