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Account Name : NEWMAN, POLLOCK & KLEIN, LLP.
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Phone : (561)997-9920
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

PIXTERA CORPORATION OF FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 21, 2005

NEWMAN POLLOCK & KLEIN LLP

SUBJECT: PIXTERA CORPORATION OF FLORIDA
REF: W05000002179

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

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The surviving corporation is a rejected corporation on our records. The merger can not be filed until the surviving corporation is filed.

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

FAX Aud. #: H05000031747
Letter Number: 205A00012047



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 23, 2005

PIXTERA CORPORATION OF FLORIDA
13428 MAXELLA AVENUE
SUITE 635
MARINA DEL REY, CA 90929

The Articles of Incorporation for PIXTERA CORPORATION OF FLORIDA were filed on February 23, 2005, and assigned document number P05000027395. Please refer to this number whenever corresponding with this office.

This document was electronically received and filed under FAX audit number R05000045340.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,
Loria Poole
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 405A00012747

**ARTICLES AND
PLAN OF REORGANIZATION
AND MERGER
OF
PIXTERA CORPORATION
INTO
PIXTERA CORPORATION OF FLORIDA**

**FILED
05 FEB 23 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned corporations, in accordance with Sections 607 et. seq. of the Florida Statutes, hereby adopt the following Plan of Reorganization and Merger:

Article 1:

The parties hereto agree to effect this Reorganization and Merger.

Article 2:

The corporation to survive the Reorganization and Merger is Pixtera Corporation of Florida, a Florida corporation that shall continue under the name Pixtera Corporation.

Article 3:

The parties to this Plan of Reorganization and Merger are Pixtera Corporation, a Delaware corporation, and Pixtera Corporation of Florida, a Florida corporation.

Article 4:

The Articles I of the Articles of Incorporation of Pixtera Corporation of Florida shall be amended to read as follows:

The name of the Corporation shall be Pixtera Corporation.

Article 5:

The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

Corporation	Class of Stock	Shares Authorized	Par Value	Shares Outstanding
Pixtera Corporation	Common	100,000,000	\$.00001	26,000,000
	Preferred	100,000,000	\$.00001	-0-

Corporation	Class of Stock	Shares Authorized	Par Value	Shares Outstanding
Pixtera Corporation	Common	100,000,000	\$.00001	26,000,000
of Florida	Preferred	100,000,000	\$.00001	-0-

As to Pixtera Corporation, the total issued and outstanding shares represented above are the only shares of stock of Pixtera Corporation that were entitled to vote on the Plan of Reorganization and Merger. Pursuant to the written consent in lieu of meeting, the holders representing the owners of 25,500,000 of the issued and outstanding common stock voted in favor of the Plan of Reorganization and Merger and none were voted against the Plan of Reorganization and Merger. A majority vote of the holders of the common stock is required for approval of the Plan and Reorganization of Merger and as a result, the number of shares voting in favor of the merger were sufficient for approval. There are no issued and outstanding shares of preferred stock and as a result, no vote was required.

As to Pixtera Corporation of Florida, the total issued and outstanding shares represented above are the only shares of stock of Pixtera Corporation of Florida that were entitled to vote on the Plan of Reorganization and Merger. Pursuant to the written consent in lieu of meeting of the holders representing the owners of 25,500,000 shares of the issued and outstanding common stock voted in favor of the Plan of Reorganization and Merger and none were voted against the Plan of Reorganization and Merger. A majority vote of the holders of the common stock is required for approval of the Plan and Reorganization of Merger and as a result, the number of shares voting in favor of the merger were sufficient for approval. There are no issued and outstanding shares of preferred stock and as a result, no vote was required.

Article 6:

The manner and basis of exchange and reorganization is as follows: Each of the shareholders of Pixtera Corporation shall tender one (1) share of their stock in Pixtera Corporation in exchange for one (1) shares of common stock in Pixtera Corporation of Florida.

Article 7:

The principal offices of both Pixtera Corporation and Pixtera Corporation of Florida is located at: 13428 Maxella Avenue, Suite 635 Marina Del Rey, California 90929.

Article 8:

The Plan of Reorganization and Merger was duly authorized by Pixtera Corporation of Florida by all action required by the laws under the state of Florida, and by its Board of Directors and Shareholders on February 1, 2005. The number of shares voting in favor of the merger was sufficient for approval.

The Plan of Reorganization and Merger was duly authorized by Pixtera Corporation

by all action required by the laws under the state of Florida and Delaware, and by its Board of Directors and the Shareholders on February 1, 2005. The number of shares voting in favor of the merger was sufficient for approval.

Article 9:

The Plan of Reorganization and Merger is as follows:

9.1 The Articles of Incorporation of Pixtera Corporation of Florida, as in effect on the effective date of the Reorganization and Merger, shall continue in full force and effect as the Articles of Incorporation of Pixtera Corporation, and, except for the change in name in article one, shall not be changed or amended by the Reorganization and Merger.

9.2 Pixtera Corporation of Florida reserves the right and power, after the effective date of the Reorganization and Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

9.3 The Bylaws of Pixtera Corporation of Florida, as such Bylaws exist on the effective date of the Reorganization and Merger, shall remain and be the Bylaws of Pixtera Corporation until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

9.4 The Directors of Pixtera Corporation of Florida as of the effective date of the Reorganization and Merger shall continue in office until the next Annual Meeting of the Stockholders of Pixtera Corporation of Florida. There shall be a minimum number of at least two Directors of Pixtera Corporation of Florida who shall serve until the next annual meeting of shareholders. The following persons shall serve as directors:

Mark White
Danny Lavalle

9.5 On the effective date of the Reorganization and Merger, Pixtera Corporation shall liquidate, and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in Pixtera Corporation of Florida.

9.6 The effective date of the Reorganization and Merger shall be the date upon filing with the Secretary of State.

Article 10:

Pixtera Corporation of Florida agrees that it may be served with process in any proceeding for the enforcement of any proceeding against either Pixtera Corporation of Florida or Pixtera Corporation.

Article 11: Florida Law; Severability.

This Agreement shall be governed in accordance with the laws of the State of Florida. Should a court of competent jurisdiction determine any part or provisions hereof to be invalid or unenforceable, such invalidity or unenforceability shall not affect the remaining provisions hereof, all of which shall remain in full force and effect.

Article 12: Entire Agreement.

This Agreement constitutes the entire agreement and understanding between the parties with respect to the subject matter hereof and all prior understandings and agreements are hereby superseded.

Article 13: Attorneys' Fees.

The prevailing party in any action to enforce any provisions of or seek a remedy for breach of any provision of this Agreement, shall be entitled to an award of reasonable attorneys' fees, court costs and expenses of litigation, including those incurred at trial and appellate levels. The provisions of the Article 13 shall survive expiration of the term of this Agreement.

Article 14: Waiver.

No failure or delay of a party in the exercise of any right preclude the future exercise thereof. The waiver by a party of any breach hereof shall not be deemed a waiver of any subsequent breach.

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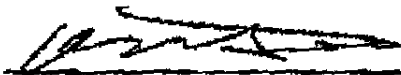
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IN WITNESS WHEREOF, each of the undersigned Corporations has caused this Plan of Reorganization and Merger to be signed as of the 2nd day of February 2005.

PIXTERA CORPORATION.

By: 
DANNY LAVALLEY, VP/SEC/TREAS

PIXTERA CORPORATION OF FLORIDA

By: 
MARK WHITE, PRESIDENT