

P060000090387

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

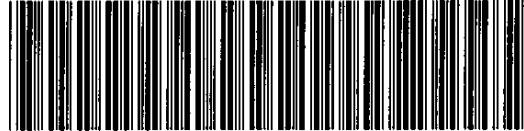
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400116000914

Merger

01/31/08--01006--018 **78.75

RECEIVED
08 JAN 31 PM 12:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2008 JAN 31 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AR
1/31/08



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 425694 7169511

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 31, 2008

ORDER TIME : 10:54 AM

ORDER NO. : 425694-005

CUSTOMER NO: 7169511

ARTICLES OF MERGER

LRS MARKETING, INC.

INTO

WORLD ALLIANCE OF MIXED
MARTIAL ARTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

FILED

**ARTICLES OF MERGER
OF
LRS MARKETING, INC.,
a Florida corporation**

2008 JAN 31 PM 2: 58

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

INTO

**WORLD ALLIANCE OF MIXED MARTIAL ARTS, INC.,
a Florida corporation**

Pursuant to the provisions of Sections 607.1101, and 607.1105 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging LRS Marketing, Inc., a Florida corporation, into World Alliance Of Mixed Martial Arts, Inc., a Florida corporation:

1. LRS Marketing, Inc., is incorporated under the laws of the State of Florida and the laws of such jurisdiction permit this merger.

2. World Alliance Of Mixed Martial Arts, Inc., is incorporated under the laws of the State of Florida and the laws of such jurisdiction permit this merger.

3. The following Plan of Merger was approved unanimously by the Board of Directors and Shareholders of World Alliance Of Mixed Martial Arts, Inc., a Florida corporation (and said vote was sufficient for approval), and the surviving corporation, on January 30, 2008, in the manner prescribed by the Florida General Corporation Act. The following Plan of Merger was also approved unanimously by the Board of Directors and Shareholders of LRS Marketing, Inc., a Florida corporation (and said vote was sufficient for approval), on January 30, 2008, in the manner prescribed by the Florida General Corporation Act:

a. Merger. As soon as all of the following events shall have happened, viz.;

i) The Plan of Merger shall have been duly adopted and approved by the Board of Directors and Shareholders of World Alliance Of Mixed Martial Arts, Inc., and LRS Marketing, Inc., and such facts shall have been certified thereon by the respective secretary of each corporation under their respective seals; and

ii) This Plan so adopted and certified shall have been signed, acknowledged and filed, all as required by the provisions of the laws of the States of Florida;

iii) Thereupon, LRS Marketing, Inc., shall be deemed to have been merged with and into World Alliance Of Mixed Martial Arts, Inc., which shall be the surviving corporation.

b. Terms and Conditions. On the effective date of the merger, the separate existence of LRS Marketing, Inc., shall cease, and World Alliance Of Mixed Martial Arts, Inc., shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of LRS Marketing, Inc., without the necessity for any separate transfer. World Alliance Of Mixed Martial Arts Inc., shall thereafter be responsible and liable for all of the liabilities and obligations of LRS Marketing, Inc., and neither the rights of creditors or any liens on the property of LRS Marketing, Inc., shall be impaired by the merger.

c. Conversion and Exchange of Shares. Upon the merger becoming effective, each one share of the issued and outstanding common stock of LRS Marketing, Inc. shall be exchanged for one share of common stock of World Alliance Of Mixed Martial, Inc. and all of the issued and outstanding stock of LRS Marketing, Inc. shall be cancelled.

d. Change in Articles of Incorporation. The Articles of Incorporation of World Alliance Of Mixed Martial Arts, Inc., as they presently exist, shall continue to be the Articles of Incorporation following the effective date of the merger.

e. Changes in Bylaws. The Bylaws of World Alliance Of Mixed Martial Arts, Inc., as they presently exist shall continue to be the Bylaws of such company following the effective date of this merger.

f. Directors and Officers. The directors and officers of World Alliance Of Mixed Martial Arts, Inc., as of the effective date of the merger shall continue as directors and officers of such company for the full unexpired terms of their offices and until their successors have been duly elected and qualify.

g. Prohibited Transactions. None of the corporations involved in this merger shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of their respective businesses, except to take any and all action necessary or appropriate to consummate this merger under the laws of the jurisdiction in which each corporation is organized.

h. Effective Date of the Merger. The effective time and date of this merger shall be 11:59 p.m. CST on January 31, 2008.


i. Further Instruments. From time to time, as and when requested by the corporations involved in this merger, its former stockholders, directors and officers shall execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, will take or cause to be taken any further or other action as World Alliance Of Mixed Martial Arts, Inc., may deem necessary or desirable in order to vest in and confirm to World Alliance Of Mixed Martial Arts, Inc., title to and possession of all its properties, rights, privileges, powers and franchises, and otherwise to carry out the intent and purpose of this

plan.

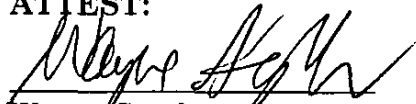
Executed on behalf of the parties on this 30th day of January, 2008.

LRS Marketing, Inc.

a Florida corporation


BY: 
George K. Stephenson
Its President

ATTEST:

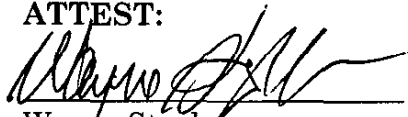

Wayne Stephenson
Secretary

World Alliance Of Mixed Martial Arts, Inc.

a Florida corporation

BY: 
George K. Stephenson
Its President

ATTEST:


Wayne Stephenson
Secretary

STATE OF FLORIDA)

COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 30th day of January, 2008, by George K. Stephenson, as President, of both World Alliance Of Mixed Martial Arts, Inc. and LRS Marketing, Inc., both Florida corporations, on behalf of both corporations and who is personally known to me or who has produced _____ as identification.




NOTARY PUBLIC, State of Florida