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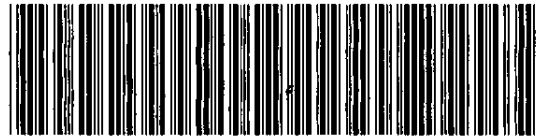
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03/24/08--01030--008 \*\*78.75

EFFECTIVE DATE  
4/1/08

FILED  
08 MAR 24 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
sp

3/25

**JOHN A. PANYKO**  
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

March 19, 2008

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida  
32314

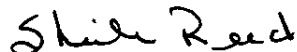
Ladies and Gentlemen:

Enclosed please find two (2) original Articles of Incorporation of World Alliance of Mixed Martial Arts, Inc. to be filed on behalf of World Alliance of Mixed Martial Arts, Inc.

Enclosed please also find check no. 3583 in the amount of \$78.75 in payment of the filing fee and for the return of a certified copy of same to our office.

If you should have any questions or comments regarding this matter, please do not hesitate to contact me directly at your convenience.

Sincerely,



Sheila Reed  
Assistant to John A. Panyko

\*sr

Enclosures

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

**WAMMA, INC.,  
a Florida corporation**

**EFFECTIVE DATE**  
4/1/08

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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 World Alliance Of Mixed Martial Arts, Inc., a Florida corporation, into WAMMA, Inc., a Florida corporation:

1. 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.
2. WAMMA, 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 WAMMA, Inc., a Florida corporation (and said vote was sufficient for approval), and the surviving corporation, on February 29, 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 World Alliance Of Mixed Martial Arts, Inc., a Florida corporation (and said vote was sufficient for approval), on February 29, 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 WAMMA, Inc., and World Alliance Of Mixed Martial Arts, 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, World Alliance Of Mixed Martial Arts, Inc., shall be deemed to have been merged with and into WAMMA, Inc., which shall be the surviving corporation.

b. Terms and Conditions. On the effective date of the merger, the separate existence of World Alliance Of Mixed Martial Arts, Inc., shall cease, and WAMMA, Inc., shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of World Alliance Of Mixed Martial Arts, Inc., without the necessity for any separate transfer. WAMMA Inc., shall thereafter be responsible and liable for all of the liabilities and obligations of World Alliance Of Mixed Martial Arts, Inc., and neither the rights of creditors or any liens on the property of World Alliance Of Mixed Martial Arts, 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 World Alliance Of Mixed Martial Arts, Inc. shall be exchanged for ten (10) shares of common stock of WAMMA, Inc. and all of the issued and outstanding stock of World Alliance Of Mixed Martial Arts, Inc. shall be cancelled.

d. Change in Articles of Incorporation. The Articles of Incorporation of WAMMA, 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 WAMMA, 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 WAMMA, 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.

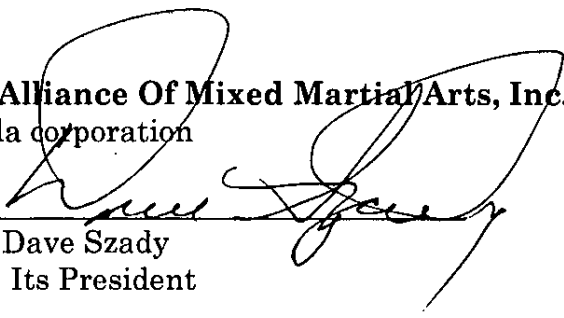
g. Prohibited Transactions. None of the corporations involved in this merger shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of their respective businesses, except to take any and all action necessary or appropriate to consummate 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 12:01 a.m. CST on April 1, 2008.

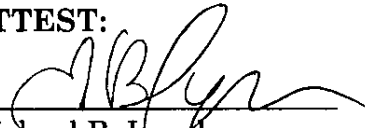
i. Further Instruments. From time to time, as and when requested by the corporations involved in this merger, its former stockholders, directors and officers shall execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, will take or cause to be taken any further or other action as WAMMA, Inc., may deem necessary or desirable in order to vest in and confirm to WAMMA, 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 19<sup>TH</sup> day of March, 2008.

**World Alliance Of Mixed Martial Arts, Inc.**  
a Florida corporation

BY:   
Dave Szady  
Its President

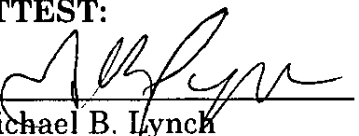
**ATTEST:**

  
Michael B. Lynch  
Secretary

**WAMMA, Inc.**  
a Florida corporation

BY:   
Dave Szady  
Its President

**ATTEST:**

  
Michael B. Lynch  
Secretary

STATE OF FLORIDA                     )  
   )  
COUNTY OF ESCAMBIA             )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of March, 2008, by Dave Szady, as President, of both WAMMA, Inc. and World Alliance Of Mixed Martial Arts, 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

