

OCT. 3. 2008 4:38PM

C S C

NO. 975

P. 1/6

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000229247 3)))



H080002292473ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

2008 OCT -3 AM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MERGER OR SHARE EXCHANGE

GOLDIN SPORTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED

2008 OCT -3 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

Electronic Filing Menu

Corporate Filing Menu

Help

10-6-08

[Signature]

OCT. 3. 2008 4:38PM C S C

NO. 975 P. 2/6
FILED

2008 OCT -3 AM 1:05

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Goldin Sports, Inc.</u>	<u>Florida</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Goldin Sports Marketing & Licensing, Inc.</u>	<u>New Jersey</u>	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date this 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 after merger file date.)

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 September 30, 2008.

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 September 20, 2008.

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Goldin Sports, Inc.

John Smith

Kenneth Goldin, President

Goldin Sports Marketing



& Licensing, Inc.

[Signature]

Kenneth Goldin, President

PLAN OF MERGER

This is an Agreement, entered into on September 30, 2008, by and between GOLDIN SPORTS MARKETING & LICENSING, INC., a New Jersey corporation ("GSMLI"), and GOLDIN SPORTS, INC., a Florida corporation ("GSI").

Background

1. The shareholders of GSMLI are all of the shareholders of GSI, in the same proportions in each of such entities.
2. The directors and officers of GSMLI are also all of the officers and directors of GSI, in the same proportions in each of such entities.
3. The shareholders of GSMLI intend to reorganize so that the entity continuing the business of GSMLI is a Florida corporation owned by said shareholders in the same proportions as their ownership in GSMLI.
4. Accordingly, it has been determined to merge GSMLI with and into GSI on the terms of this Agreement, in a tax-free reorganization under section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and to effect a mere change in place of organization.

NOW, THEREFORE, intending to be legally bound and acknowledging the receipt of adequate consideration, the parties hereby agree as follows:

1. **The Merger.** In accordance with the provisions of Section §607-1108 of the Florida Business Corporation Act and Section §14A:10-1, et seq. of the New Jersey Business Corporation Law, and the terms and conditions set forth herein, GSMLI shall be merged with and into GSI, and GSI shall continue its corporate existence and be the corporation surviving the merger (the "Merger").
2. **Effective Date.** The consummation of the Merger shall be effective as of the date of the later of filing of an Article of Merger containing the information required by Section §607-1109 of the Florida Business Corporation Act with the office of the Secretary of State of the State of Florida and filing a Certificate of Merger containing the information required by Section §14A:10-4.1 of the New Jersey Business Corporation Law with the New Jersey Department of the Treasury, Division of Revenue, Business Services Bureau (the "Merger Effective Date").
3. **Directors and officers.** The directors and officers of GSI on the Merger Effective Date shall remain in office and continue to serve as such for the remainder of the term for which they were elected and until their successors are duly elected and qualified. Subject to the authority of GSI's directors as provided by law and the By-Laws of GSI, the officers of GSI at the Merger Effective Date shall be as follows until their successors are duly elected and qualified:

Kenneth Goldin - President, Treasurer, Secretary and sole Director

4. **Merger Consideration.** Subject to the provisions of this Agreement, on the Merger Effective Date, automatically as a result of the Merger, and without any action on the part of any party or shareholder:

(A) **Outstanding GSMLI Common Stock.** The shares of GSMLI Common Stock issued and outstanding immediately prior to the Merger Effective Date is:

Kenneth Goldin	100
----------------	-----

and shall, on and after the Merger Effective Date, be cancelled.

(B) **Surrender and Conversion of Stock.** On the Merger Effective Date:

(i) Each share of GSMLI Common Stock shall be deemed for all purposes to be canceled; and

(ii) Immediately following the Merger, the following number of shares of GSI Common Stock shall be issued and outstanding:

Kenneth Goldin	100
----------------	-----

(C) **Corporate Existence, Etc.** On the Merger Effective Date, the separate existence of GSMLI and GSI shall cease. GSI shall, to the extent consistent with its Articles of Incorporation, possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of GSMLI.

(D) **Property of Merged Corporation.** On the Merger Effective Date, all real property and personal property, tangible and intangible, of every kind and description, belonging to GSMLI shall be vested in GSI without further act or deed and the title to any real estate, or any interest therein, vested in GSMLI shall not revert or be in any way impaired by reason of the Merger; provided that GSI shall be liable for all the obligations and liabilities of GSMLI and all claims existing or actions or proceedings pending by or against GSMLI may be enforced as if the Merger had not taken place. Neither the rights of creditors nor any liens upon, or security interests in, the property of GSMLI shall be impaired by the Merger.

(E) **Assets and Liabilities; Capital Stock.** The assets and liabilities of GSMLI on the Merger Effective Date shall be taken upon the books of GSI at the amounts at which the same shall be carried at the time on the books of GSMLI. The amount of the capital stock (paid-in capital) of GSI after the Merger shall be equal to the sum of the aggregate amounts of the capital stock (paid-in capital) of GSMLI and GSI immediately before the Merger Effective Date.

5. **Approval of Merger.** This Agreement shall be submitted at a meeting of the shareholders (or for consent) of GSMLI and GSI as provided by law. After approval by the shareholders of GSMLI and GSI, the Articles of Merger and Certificate of Merger described in Section 2 shall be executed on behalf of GSMLI and GSI and filed in the office of the Secretary of State of the State of Florida and the New Jersey Department of the Treasury, Division of Revenue, Business Services Bureau, respectively.

6. **Termination of Merger.** The Merger may be terminated and abandoned by the mutual consent of the respective Boards of Directors of GSMLI and GSI at any time before the Merger Effective Date, whether before or after approval of this Agreement by the shareholders of such corporations.

7. **Signatures.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which, when taken together, constitute one and the same document. The signature of any party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart.

IN WITNESS WHEREOF, this Agreement has been executed on the date set forth above.

Attest:

**GOLDIN SPORTS MARKETING &
LICENSING, INC., NEW JERSEY
CORPORATION**


Kenneth Goldin, Secretary

By: 
Kenneth Goldin, President

**GOLDIN SPORTS, INC., A FLORIDA
CORPORATION**


Kenneth Goldin, Secretary

By: 
Kenneth Goldin, President