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Division of Corporations

Page 1 of 1

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From: Account Name : SHUYAKER, LOOP & KENDRICK LLP  
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MERGER OR SHARE EXCHANGE  
Imagine International Corporation

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H10000147342 3

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PLAN, CERTIFICATE AND ARTICLES OF MERGER  
OF  
IMAGINE INTERNATIONAL CORPORATION,  
IMAGINE COMPUTER, LLC,  
AND  
IMAGINE PRODUCTS INTERNATIONAL, LLC

The following Plan, Certificate and Articles of Merger are submitted in accordance with Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, Florida Statutes.

1. **The Merger; Parties to the Merger.** This Plan, Certificate and Articles of Merger shall be filed with the State of Florida and become effective on June 23, 2010 (the "Effective Date"). On the Effective Date, Imagine Computer, LLC, a Florida limited liability company ("Computer"), and Imagine Products International, LLC, a Florida limited liability company ("IPI") and together with Computer, the "LLCs") will be merged (the "Merger") into Imagine International Corporation, a Florida corporation (the "Surviving Corporation").
2. **Approval of Merger.** The Plan, Certificate and Articles of Merger, and the performance of its terms, were duly approved, authorized and adopted by of the LLCs in accordance with the applicable provisions of the Florida Limited Liability Company Act and their respective Articles of Organization and Operating Agreements. The Plan, Certificate and Articles of Merger, and the performance of its terms, were duly approved, authorized and adopted by the Surviving Corporation in accordance with the applicable provisions of the Florida Business Corporation Act and its Articles of Incorporation and Bylaws.
3. **Principal Office of Surviving Corporation.** The physical address of the Surviving Corporation is 2101 West Platt Street Suite 200, Tampa, FL 33606.
4. **Articles of Incorporation and Bylaws.** After the Merger, the Articles of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.
5. **Board of Directors and Officers.** The board of directors and officers of the Surviving Corporation in effect immediately prior to Effective Date shall, upon the Merger becoming effective, be and remain the directors and officers of the Surviving Corporation until their successors are elected and qualified or their earlier death, termination or resignation.
6. **Effect of the Merger.** Upon the Merger becoming effective, (i) the separate existence of the LLCs shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the LLCs shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the LLCs, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in either of the LLCs shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the LLCs shall be preserved unimpaired, limited to the property affected by

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such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the LLCs shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Plan, Certificate and Articles Merger.

7. Conversion of Capital Stock.

a. IPI Units.

- i. Each Class A Unit of IPI represented by certificate numbers 41 and 42 representing, collectively, 45,015 Class A Units of IPI, shall be converted by operation of law and without any action by the holders of such Class A Units into the right to receive 1.069 shares of Voting Common Stock;
- ii. Each outstanding Class A Unit of IPI, other than those referenced in the immediately preceding paragraph, shall be converted by operation of law and without any action by the holders of such Class A Units into the right to receive 1.069 shares of Voting Common Stock and one (1) share of Series A Preferred Stock of the Company;
- iii. Each outstanding Class B Unit of IPI shall be converted by operation of law and without any action by the holders of such Class B Units into the right to receive .3194 shares of Non-Voting Common Stock of the Company; and
- iv. Each outstanding Class C Unit of IPI shall be converted by operation of law and without any action by the holders of such Class C Units into the right to receive .3545 shares of Voting Common Stock of the Company.

Prior to the Merger, Computer owns 3,000,000 Class B Units of IPI. Like any other owner of IPI Units, Computer's IPI Units will be converted into shares of the Company as set forth above. However, because Computer is also being merged into the Company, all the shares it would otherwise receive in the Merger are being assigned, pro rata, to the Members of Computer. The ratios below account for such assignment.

8. Computer Units.

- i. Each outstanding Class A Unit of Computer shall be converted by operation of law and without any action by the holders of such Class A Units into the right to receive .9641 shares of Voting Common Stock, two (2) shares of Series A Preferred Stock of the Company and .1601 Non-Voting Common (for their pass-through ownership of IPI B units);
- ii. Each outstanding Class B Unit of Computer shall be converted by operation of law and without any action by the holders of such Class B Units into the right to receive .2117 shares of Non-Voting Common Stock of the Company and .0385 Non-Voting Common (for their pass-through ownership of IPI B units); and
- iii. Each outstanding Class C Unit of Computer shall be converted by operation of law and without any action by the holders of such Class C Units into the right to receive .2319 and .0385 Non-Voting Common (for their pass-through ownership of IPI B units) shares of Voting Common Stock of the Company.

H10000147342 3

H10000147342 3

- b. Options and Warrants. Neither of the LLCs has any outstanding options and warrants to purchase Units of the LLCs, and if any should exist as of the Effective Date, all such options or warrants shall be deemed cancelled and void as of the Effective Date. Any options or warrants or other rights to acquire Voting Common Stock, Non-Voting Common Stock or Series A Preferred Stock of the Surviving Corporation outstanding immediately prior to the Merger shall remain outstanding and will be unaffected by the Merger.
- c. Common Stock of the Surviving Corporation. On the Effective Date, all of the shares of Voting Common Stock, Non-Voting Common Stock and Series A Preferred Stock of the Surviving Corporation owned by either of the LLCs immediately prior to the Merger shall automatically be cancelled and retired. All of the other shares of Voting Common Stock, Non-Voting Common Stock or Series A Preferred Stock of the Surviving Corporation issued and outstanding immediately prior to the Merger shall remain issued and outstanding and will be unaffected by the Merger.
9. Appraisal Rights. The Surviving Corporation has agreed to pay to any members of the LLCs with appraisal rights the amount to which such members are entitled under Sections 608.4351 through 608.43595 of the Florida Limited Liability Company Act.

Dated: May 28, 2010

## IMAGINE COMPUTER, LLC

By: Todd F Walker

NAME: Todd F Walker

TITLE: Manager

## IMAGINE PRODUCTS INTERNATIONAL, LLC

By: Todd F Walker

NAME: Todd F Walker

TITLE: Manager

## IMAGINE INTERNATIONAL CORPORATION

By: Edward Waller

NAME: Edward Waller

TITLE: President and CEO

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H10000147342 3