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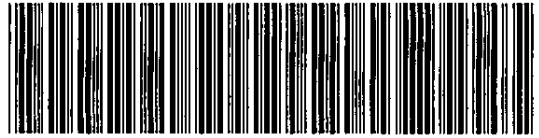
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10 FEB 23 AM 9:50
TALLAHASSEE, FLORIDA

Wagner
2/25/10

**STATE OF FLORIDA
ARTICLES OF MERGER
OF**

**GINA D'S KIDS CLUB, INC., a Florida corporation, and
GINA D'S KIDS CLUB FILMS, INC., a Florida corporation
INTO
3D FUTURE VISION FILMS, INC., a Florida corporation**

FILED
10 FEB 23 AM 9:50
STATE
TALLAHASSEE, FLORIDA

These **ARTICLES OF MERGER** are between GINA D'S KIDS CLUB, INC., a Florida corporation ("GDKC"), GINA D'S KIDS CLUB FILMS, INC., a Florida corporation ("GDKCF") and 3D FUTURE VISION FILMS, INC., a Florida corporation ("3D FILMS").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated February 18, 2010 ("Agreement"), between Gina D's Kids Club, Inc., Gina D's Kids Club Films, Inc., and 3D Future Vision Films, Inc. was approved and adopted by the shareholders of Gina D's Kids Club, Inc. on February 18, 2010, was adopted by the shareholders of Gina D's Kids Club Films, Inc. on February 18, 2010 and was adopted by the shareholders of 3D Future Vision Films, Inc. on February 18, 2010.
2. Pursuant to the Agreement, all issued and outstanding shares of Gina D's Kids Club, Inc. and Gina D's Kids Club Films, Inc. will be acquired by means of a merger of Gina D's Kids Club, Inc. and Gina D's Kids Club Films, Inc. with 3D Future Vision Films, Inc. with 3D Future Vision Films, Inc. being the surviving corporation ("Merger").
3. The Agreement is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the date and time of the filing of these Articles of Merger with the Florida Secretary of State.

Signed as of the 18th day of Feb., 2010.

GINA D'S KIDS CLUB, INC., a Florida corporation

By: 
Joseph DiFrancesco, President

GINA D'S KIDS CLUB FILMS, INC., a Florida corporation

By: 
Joseph DiFrancesco, President

3D FUTURE VISION FILMS, INC., a Florida corporation

By: 
Joseph DiFrancesco DiFrancesco, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement") is made as of February 18, 2010, by and among GINA D'S KIDS CLUB, INC. ("GDKC"), a Florida corporation, GINA D'S KIDS CLUB FILMS, INC., a Florida corporation ("GDKCF") and 3D FUTURE VISION FILMS, INC., ("3D FILMS") a Florida corporation .

Pursuant to Section 607.1101, Florida Statutes, the undersigned corporations adopt the following Agreement and Plan of Merger:

1. The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

3D FUTURE VISION FILMS, INC. a Florida corporation

2. The name and jurisdiction of each merging corporation are:

GINA D'S KIDS CLUB, INC., a Florida corporation
GINA D'S KIDS CLUB FILMS, INC., a Florida corporation

3. The terms and conditions of the merger are as follows:

a. **Merger of Gina D's Kids Club, Inc. and Gina D's Kids Club Films, Inc. into 3D Future Vision Films, Inc.** Upon the terms and conditions set forth in this Agreement, at the effective date of filing this Agreement and Plan of Merger with the Florida Secretary of State, Gina D's Kids Club, Inc. and Gina D's Kids Club Films, Inc. shall be merged with and into 3D Future Vision Films, Inc., and the separate existence of Gina D's Kids Club, Inc. and Gina D's Kids Club Films, Inc. shall cease (the "Merger"). 3D Future Vision Films, Inc. shall continue as the surviving corporation of said Merger (the "Surviving Corporation"). The Merger shall have the effects set forth in this Agreement and in the applicable provisions of the Florida Business Corporation Act.

b. **Effective Time.** Subject to the provisions of this Agreement, Articles of Merger (the "Articles of Merger") shall be duly prepared and executed in accordance with the Florida Business Corporation Act and delivered to the Secretary of State of Florida for filing. The Merger shall become effective upon the date and time of the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

c. Articles of Incorporation and Bylaws; Directors and Officers. Upon the Effective Time:

(1) The Articles of Incorporation of 3D Future Vision Films, Inc. shall continue as the Articles of Incorporation of the Surviving Corporation;

(2) The Bylaws of 3D Future Vision Films, Inc. shall continue as the Bylaws of the Surviving Corporation; and

(3) The officers and directors of 3D Future Vision Films, Inc. shall continue as the officers and directors of the Surviving Corporation.

d. **Capital Stock**. As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of Gina D's Kids Club, Inc. common stock or Gina D's Kids Club Films, Inc. common stock, all shares of Gina D's Kids Club, Inc. and all shares of Gina D's Kids Club Films, Inc. shall be canceled and all rights in respect thereof shall cease. All outstanding shares of 3D Future Vision Films, Inc. shall remain in full force and effect.

4. Article I of the Articles of Incorporation of the Surviving Corporation is hereby deleted in its entirety and is restated as follows:

ARTICLE I
Corporate Name and Principal Address

The name and principal address of the Corporation are:

3D FUTURE VISION FILMS, INC.
2005 Tree Fork Lane, #109
Longwood, Florida 32750

5. Except as amended herein, the rest and remainder of the Articles of Incorporation of the Surviving Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, each party hereto has executed or caused this Agreement and Plan of Merger to be executed on its behalf, all on the day and year first above written.

GINA D'S KIDS CLUB, INC., a Florida corporation

By: 
Joseph DiFrancesco, President

GINA D'S KIDS CLUB FILMS, INC., a Florida corporation

By: 
Joseph DiFrancesco, President

3D FUTURE VISION FILMS, INC., a Florida corporation

By: 
Joseph DiFrancesco, President