

**H11000019115**

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**MERGER OR SHARE EXCHANGE  
FRED ASTAIRE DANCE INTERNATIONAL CORP.**

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

APPROVED  
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*Merge*  
3/17/11

**ARTICLES OF MERGER  
PURSUANT TO THE FLORIDA BUSINESS CORPORATION ACT**

**WORLD AMERICAN DANCE CORPORATION, INC.  
(a Florida corporation)**

**INTO**

**FRED ASTAIRE DANCE INTERNATIONAL CORP.  
(a Florida corporation)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes:

1. The name and jurisdiction of the surviving parent corporation is as follows:

Fred Astaire Dance International Corp.  
Jurisdiction: Florida  
Florida Document/Registration #: P11000014115

2. The name and jurisdiction of the merging subsidiary corporation is as follows:

Name: World American Dance Corporation, Inc.  
Jurisdiction: Florida  
Florida Document/Registration #: P92000006687

3. The Plan of Merger is attached.

4. The attached Plan of Merger was adopted by the board of directors of the surviving parent corporation on February 11, 2011 and shareholder approval was not required.

5. Pursuant to s. 607.1104, Florida Statutes, the attached plan of merger did not require adoption by either the board of directors or the shareholders of the merging subsidiary corporation.

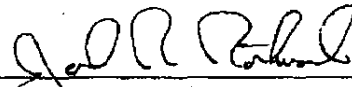
6. These Articles of Merger shall become effective upon filing with the Department of State of Florida.

APPROVED  
AND  
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11 MAR 16 AM 9:50  
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IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be signed by a duly authorized officer on the 16th day of March, 2011.

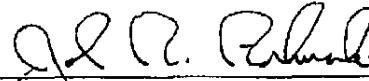
SURVIVING PARENT CORPORATION:

FRED ASTAIRE DANCE INTERNATIONAL  
CORP., a Florida corporation

By:   
John R. Rothweiler, President

MERGING SUBSIDIARY CORPORATION:

WORLD AMERICAN DANCE  
CORPORATION, INC., a Florida corporation

By:   
John R. Rothweiler, President

**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan") is made as of the 11th day of February, 2011 by FRED ASTAIRE DANCE INTERNATIONAL CORP., a Florida corporation ("FADI").

**Background:**

WHEREAS, FADI is a Florida business corporation operating under the Florida Business Corporation Act (the "FBCA"); and

WHEREAS, World American Dance Corporation, Inc. is a Florida business corporation ("WADC") operating under the FBCA; and

WHEREAS, FADI, as parent corporation, owns more than 80% of the shares of its subsidiary corporation, WADC (together, the "Constituent Corporations"); and

WHEREAS, the Board of Directors of FADI deems it desirable and in the best interest of the Constituent Corporations to merge WADC into FADI (the "Merger") in the manner set forth herein, with the FADI continuing as the surviving corporation (the "Surviving Corporation") of the Merger;

NOW, THEREFORE, for the purposes of effecting the Merger, FADI plans as follows:

**ARTICLE I**

**THE MERGER**

1.1 In accordance with the provisions of Section 607.1104 of the FBCA and the terms and conditions herein provided, WADC shall be merged with and into FADI upon the Effective Date (as defined in Article VIII hereof). Thereupon, pursuant to the provisions of Section 607.1106(1)(a) of the FBCA, the separate existence of WADC shall cease and FADI, as the Surviving Corporation, shall survive the Merger and shall continue its corporate existence under and be governed by the laws of the State of Florida.

1.2 On the Effective Date, pursuant to the provisions of Section 607.1106 of the FBCA, all the property, real, personal and mixed, and franchises of the WADC, and all debts due on whatever account to WADC, including subscriptions for shares and other choses in action belonging to WADC, shall be deemed to be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed, and the title to any real estate, or any interest therein, vested in WADC shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of WADC to the extent provided by law.

## ARTICLE II

## EFFECT OF THE MERGER ON THE CAPITAL STOCK OF WADC

2.1 As of the Effective Date, by virtue of the Merger and without any action on the part of WADC or FADI or their shareholders, each share of WADC stock shall be converted into the right to receive \$0.05946 from the Surviving Corporation.

2.2 As of the Effective Date, the stock transfer books for the shares of WADC shall be deemed closed, and no transfer of shares shall thereafter be made or consummated.

2.3 Any WADC shareholder who, but for the fact that this Merger will be effected pursuant to Section 607.1104 of the FBCA, would be entitled to vote on and dissent from the Merger pursuant to Section 607.1321 of the FBCA may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares.

## ARTICLE III

## ARTICLES OF INCORPORATION; BYLAWS

3.1 The Articles of Incorporation of FADI shall become and continue to be the Articles of Incorporation of the Surviving Corporation until amended or repealed in accordance with their provisions and the provisions of applicable law.

3.2 The Bylaws of FADI shall become and continue to be the Bylaws of the Surviving Corporation from and after the Effective Date of the Merger, until amended or repealed in accordance with their provisions and the provisions of the Articles of Incorporation and of applicable law.

## ARTICLE IV

## APPROVAL OF PLAN OF MERGER

4.1 This Plan has been approved by the Board of Directors of FADI.

## ARTICLE V

## REPRESENTATIONS

5.1 FADI represents that the following statements are correct and complete as of the date of this Agreement and will be correct and complete as of the Effective Date:

(a) The Constituent Corporations are duly organized, validly existing and in good standing under the laws of the State of Florida;

(b) FADI owns more than 80% of the shares of WADC and therefore has the requisite power and authority, pursuant to Section 607.1104 of the FBCA, to effect the Merger absent the approval of either WADC, its Board of Directors, or shareholders; and

(c) Neither the execution and delivery of this Plan, nor the consummation of the Merger contemplated herein: (i) will violate any law, rule, regulation or order of any court or governmental authority with jurisdiction or oversight with respect to the Constituent Corporations, or (ii) violate any provision of a Constituent Corporation's Articles of Incorporation or Bylaws.

FADI makes no other representations or warranties with respect to the Merger contemplated by this Agreement, except for those set forth above.

#### ARTICLE VI

##### TERMINATION

6.1 This Plan shall terminate and cease to be effective if, prior to the Effective Date, the Board of Directors of FADI consents to the termination of this Plan.

#### ARTICLE VII

##### ARTICLES OF MERGER

7.1 Except if terminated as provided herein, Articles of Merger shall be executed on behalf of each Constituent Corporation and shall be filed with the Department of State of the State of Florida.

#### ARTICLE VIII

##### EFFECTIVE DATE

8.1 The Merger shall become effective when the Articles of Merger are filed with the Department of State of the State of Florida. For purposes of this Plan, the term "Effective Date" shall mean the date specified in the preceding sentence.

#### ARTICLE IX


##### AMENDMENT

9.1 Prior to the Effective Date of the Merger, FADI, by the consent of its Board of Directors, may amend, modify or supplement this Plan in such manner as may be agreed upon by them in writing.

**[SIGNATURES BEGIN ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, undersigned corporation has caused this Plan of Merger to be executed by its duly authorized officer, all as of the day and year first written above.

FRED ASTAIRE DANCE INTERNATIONAL  
CORP., a Florida corporation

By:   
John R. Rothweiler, President