

P92000003827

CARL A. BERTUCH, F.S.

Requestor's Name

537 East Park Avenue

Address

Tallahassee, FL 32301 904/222-2563

City/State/Zip

Phone #

Office Use Only

FILED
97 APR 29 PM 2 49
SECRETARY OF STATE
TALLAHASSEE, FL

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Imaginations Inc. P92000003827
(Corporation Name) (Document #)
2. The Village Corner, Inc. H99357
(Corporation Name) (Document #)
3. _____ Merger
(Corporation Name) (Document #)
4. _____ 70
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger <u>29/97</u>

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/REINSTATEMENT	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 APR 29 AM 11:33
Please call Sharon at 222-2563 when ready to be picked up.

400002173214--0
-05/09/97--01081--019

Examiner's Initials

P92000003827

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE VILLAGE CORNER, INC., a Florida corporation H99357

INTO

IMAGINATIONS, INC., a Florida corporation, P92000003827

File date: April 29, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105, F.S., the undersigned Florida corporations have adopted Articles of Merger for the purpose of merging them into one such corporation.

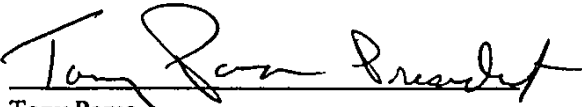
1. The Plan of Merger was approved by each of the undersigned corporations, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
 - (a) The Plan of Merger was adopted by **THE VILLAGE CORNER, INC.** by unanimous written consent of the Directors and Shareholders on December 31, 1996.
 - (b) The Plan of Merger was adopted by **IMAGINATIONS, INC.** by unanimous written consent of the Directors and Shareholders on December 31, 1996.
3. The name of the surviving corporation is **IMAGINATIONS, INC.**, a Florida corporation.
4. The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 607.1103 F.S. and with the Articles of Incorporation and By-Laws of the undersigned corporations.
5. The effective date of the merger is the date on which the Certificate of Merger is issued by the Florida Department of State.

DATED: December 31, 1996

ATTEST:


Secretary

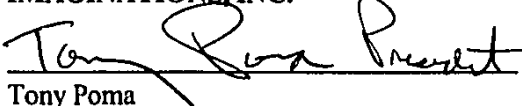
THE VILLAGE CORNER, INC.


Tony Poma
President/Director

ATTEST:


Secretary

IMAGINATIONS, INC.


Tony Poma
President/Director

STATE OF FLORIDA)
)ss
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Tony Poma, President/Director of THE VILLAGE CORNER, INC. who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 31
day of December, 1996



ERA LUCILLE FOUNTAIN
COMMISSION # CC 529457
EXPIRES MAR 08, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Era Lucille Fountain
Notary Public

Era Lucille Fountain
(Print or Type Name)

Commission Number: CC 529457

STATE OF FLORIDA _____)
)ss
COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Tony Poma, President/Director of Imaginations, Inc., who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 31
day of December, 1996



COMMISSION # CC 529457
EXPIRES MAR 08, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.



ERA LUCILLE FOUNTAIN
COMMISSION # CC 529457
EXPIRES MAR 08, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Era Lucille Fountain
Notary Public

Era Lucille Fountain
(Print or Type Name)

Commission Number: CC 529457

MERGER AGREEMENT

Agreement made this 31st day of December, 1996, between **THE VILLAGE CORNER, INC.**, a corporation organized under the laws of the State of Florida, having its principal office at 6265 Dowdy Court, Orlando, FL 32819, and **IMAGINATIONS, INC.**, a corporation organized under the laws of the State of Florida, having its principal office and place of business at 6265 Dowdy Court, Orlando, FL 32819.

RECITALS

The respective Directors and Shareholders of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that **THE VILLAGE CORNER, INC.** be merged into **IMAGINATIONS, INC.**

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106, Florida Statutes, that **THE VILLAGE CORNER, INC.** shall be merged into **IMAGINATIONS, INC.** as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger and the method of carrying it into effect.

SECTION ONE IMAGINATIONS, INC. TO BE SURVIVING CORPORATION

THE VILLAGE CORNER, INC. shall be merged into **IMAGINATIONS, INC.** and the corporate existence of **THE VILLAGE CORNER, INC.** shall cease and the corporate existence of **IMAGINATIONS, INC.** shall continue under the name of **IMAGINATIONS, INC.**, which shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and **IMAGINATIONS, INC.** shall become the subject to all the debts and liabilities of the constituent corporations in the same manner as if **IMAGINATIONS, INC.** had itself incurred them.

SECTION TWO PRINCIPAL OFFICE

The principal office of **IMAGINATIONS, INC.** shall remain the principal office of the corporation following this merger.

SECTION THREE OBJECTS AND PURPOSES

The nature of the business and purposes proposed to be transacted and carried on by the corporation following the merger remain the same as prior to the merger, as provided in Chapter 607, Florida Statutes.

SECTION FOUR ARTICLES OF INCORPORATION

The Articles of Incorporation of **IMAGINATIONS, INC.** shall not be amended and shall continue to be the Articles of Incorporation of the surviving corporation.

SECTION FIVE BY-LAWS

The present By-Laws of **IMAGINATIONS, INC.** insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION SIX NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who constitute the Board of Directors of **IMAGINATIONS, INC.**, following merger, and who shall hold office until the first annual

meeting of the shareholders of **IMAGINATIONS, INC.** following merger, are as follows:

<u>Name</u>	<u>Address</u>
Tony Poma	6265 Dowdy Court, Orlando, FL 32819
Sherry Poma	6265 Dowdy Court, Orlando, FL 32819

SECTION SEVEN EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this agreement.

SECTION EIGHT REGISTERED AGENT OF SURVIVING CORPORATION

The individual hereinafter named shall be the registered agent to the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands may be served:

<u>Name</u>	<u>Address</u>
Robert L. Underwood	537 East Park Avenue Tallahassee, FL 32301

SECTION NINE
ASSETS OF DISAPPEARING CORPORATION

All property, real, personal and mixes and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **THE VILLAGE CORNER, INC..** shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

SECTION TEN
LIABILITIES OF DISAPPEARING CORPORATION

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against **THE VILLAGE CORNER, INC..** may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

SECTION ELEVEN
EFFECTIVE DATE OF AGREEMENT

This Agreement shall become effective on the date of filing of the Articles of Merger with the Office of the Secretary of State.

SECTION TWELVE
OFFICERS OF SURVIVING CORPORATION

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

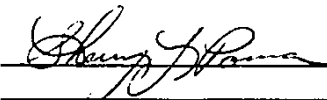
President:	Tony Poma
Secretary:	Sherry Poma

**SECTION THIRTEEN
CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of common stock of **THE VILLAGE CORNER, INC.** outstanding on the effective date of the merger shall thereupon, without further action, become one share of common stock of **IMAGINATIONS, INC.** Further, after this merger, **IMAGINATIONS, INC.** shares shall be owned fifty percent by Tony Poma and fifty percent by Sherry Poma.

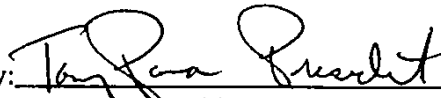
IN WITNESS WHEREOF, the directors, or a majority thereof, of **THE VILLAGE CORNER, INC.**, and the directors, or a majority thereof of **IMAGINATIONS, INC.** have caused this agreement to be executed under their respective corporate seals on the day and year first above written.

Attest:



Corporate Secretary

IMAGINATIONS, INC.

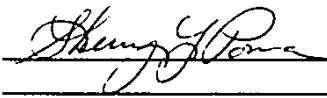
By: 

Tony Poma, President and Director

By: 

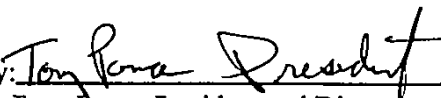
Sherry Poma, Director

Attest:



Corporate Secretary

THE VILLAGE CORNER, INC.

By: 

Tony Poma, President and Director

By: 

Sherry Poma, Director

**Certificate Designating Registered Office
for the Service of Process Within the
State of Florida, and Naming the Registered
Agent Upon Whom Process May be Served**

FILED
97 APR 29 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with §48.091 and 607.0501 of the Florida Statutes, and as reflected in the Plan of Merger between **THE VILLAGE CORNER, INC.**, and **IMAGINATIONS, INC.**, and the Articles of Merger, the following is submitted:

1. That IMAGINATIONS, INC. under the laws of the State of Florida, with its principal place of business in the County of Orange, State of Florida, has named ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL 32301 as its Registered Agent to accept service of process within the State of Florida.


DATED: _____

12/31/96

IMAGINATIONS, INC.

By: _____

Tony Poma, President

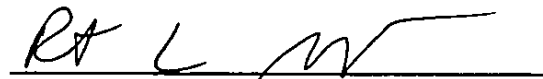


Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: _____

12/31/96


Robert L. Underwood



**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
IMAGINATIONS, INC.**

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of IMAGINATIONS, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

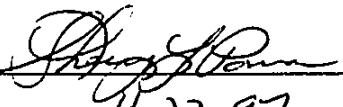
DATED: 12-31-96



Tony Poma

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.

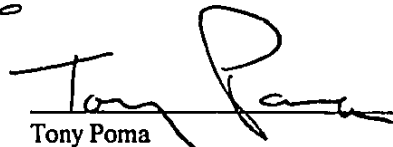


DATED: 4-23-97

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
THE VILLAGE CORNER, INC.**

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of THE VILLAGE CORNER, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: December 31, 1996




Tony Poma



Sherry Poma

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: December 31, 1996

P92000003827

CARL A. BERTOCH, P.A.

(Requestor's Name)

537 East Park Avenue

(Address)

Tallahassee, FL 32301 904/222-2563

(City, State, Zip)

(Phone #)

700002173217--0

-05/09/97--01081--019

****367.50 ****122.50

OFFICE USE ONLY

Merger

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Imaginations P92000003827
(Corporation Name) (Document #)
2. Sherry, Inc. V33095
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS		AMENDMENTS	
Profit	Update	Amendment	
NonProfit	Update	Resignation of R.A., Officer/Director	
Limited Liability	Update	Change of Registered Agent	
Domestication	Update	Dissolution/Withdrawal	
Other	W.P. Verityer	Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Examiner's Initials

FILED
97 APR 29 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 29 AM 11:03
Please call Sharon at 222.2563 ready to be picked up.

P92000003827

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHERRY, INC., a Florida corporation V33095

INTO

IMAGINATIONS, INC., a Florida corporation, P92000003827

File date: April 29, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105, F.S., the undersigned Florida corporations have adopted Articles of Merger for the purpose of merging them into one such corporation.

1. The Plan of Merger was approved by each of the undersigned corporations, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
 - (a) The Plan of Merger was adopted by **SHERRY, INC.** by unanimous written consent of the Directors and Shareholders on December 31, 1996.
 - (b) The Plan of Merger was adopted by **IMAGINATIONS, INC.** by unanimous written consent of the Directors and Shareholders on December 31, 1996.
3. The name of the surviving corporation is **IMAGINATIONS, INC.**, a Florida corporation.
4. The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 607.1103 F.S. and with the Articles of Incorporation and By-Laws of the undersigned corporations.
5. The effective date of the merger is the date on which the Certificate of Merger is issued by the Florida Department of State.

DATED: December 31, 1996

SHERRY, INC.

ATTEST:


Secretary

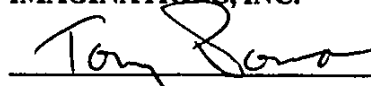


Tony Poma
President/Director

IMAGINATIONS, INC.

ATTEST:


Secretary



Tony Poma
President/Director

FILED
97 APR 29 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)ss
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Tony Poma, President/Director of Sherry, Inc. who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 31
day of December, 1996.



Era Lucille Fountain
Notary Public

Era Lucille Fountain
(Print or Type Name)

Commission Number: CC 529457

STATE OF FLORIDA _____)
) ss
COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Tony Poma, President/Director of Imaginations, Inc., who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 31
day of December, 1997.



Era Lucille Fountain
Notary Public

Era Lucille Fountain
(Print or Type Name)

Commission Number: CC 529457

**Certificate Designating Registered Office
for the Service of Process Within the
State of Florida, and Naming the Registered
Agent Upon Whom Process May be Served**

In compliance with §48.091 and 607.0501 of the Florida Statutes, and as reflected in the Plan of Merger between **SHERRY, INC.**, and **IMAGINATIONS, INC.**, and the Articles of Merger, the following is submitted:

1. That **IMAGINATIONS, INC.** under the laws of the State of Florida, with its principal place of business in the County of Orange, State of Florida, has named **ROBERT L. UNDERWOOD**, located at 537 East Park Avenue, Tallahassee, FL 32301 as its Registered Agent to accept service of process within the State of Florida.

DATED: December 31, 1996

IMAGINATIONS, INC.

By: Tony Poma
Tony Poma, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 31, 1996

Robert L. Underwood
Robert L. Underwood

FILED
97 APR 29 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER AGREEMENT

Agreement made this 31st day of December, 1996, between **SHERRY, INC.**, a corporation organized under the laws of the State of Florida, having its principal office at 6265 Dowdy Court, Orlando, FL 32819, and **IMAGINATIONS, INC.**, a corporation organized under the laws of the State of Florida, having its principal office and place of business at 6265 Dowdy Court, Orlando, FL 32819.

RECITALS

The respective Directors and Shareholders of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that **SHERRY, INC.** be merged into **IMAGINATIONS, INC.**

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106, Florida Statutes, that **SHERRY, INC.** shall be merged into **IMAGINATIONS, INC.** as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger and the method of carrying it into effect.

SECTION ONE

IMAGINATIONS, INC.

TO BE SURVIVING CORPORATION

SHERRY, INC. shall be merged into **IMAGINATIONS, INC.** and the corporate existence of **SHERRY, INC.** shall cease and the corporate existence of **IMAGINATIONS, INC.** shall continue under the name of **IMAGINATIONS, INC.**, which shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and **IMAGINATIONS, INC.** shall become the subject to all the debts and liabilities of the constituent corporations in the same manner as if **IMAGINATIONS, INC.** had itself incurred them.

**SECTION TWO
PRINCIPAL OFFICE**

The principal office of **IMAGINATIONS, INC.** shall remain the principal office of the corporation following this merger.

**SECTION THREE
OBJECTS AND PURPOSES**

The nature of the business and purposes proposed to be transacted and carried on by the corporation following the merger remain the same as prior to the merger, as provided in Chapter 607, Florida Statutes.

**SECTION FOUR
ARTICLES OF INCORPORATION**

The Articles of Incorporation of **IMAGINATIONS, INC.** shall not be amended and shall continue to be the Articles of Incorporation of the surviving corporation.

**SECTION FIVE
BY-LAWS**

The present By-Laws of **IMAGINATIONS, INC.** insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

**SECTION SIX
NAMES AND ADDRESSES OF DIRECTORS**

The names and addresses of the persons who constitute the Board of Directors of **IMAGINATIONS, INC.**, following merger, and who shall hold office until the first annual

meeting of the shareholders of **IMAGINATIONS, INC.** following merger, are as follows:

Name

Address

Tony Poma

6265 Dowdy Court, Orlando, FL 32819

Sherry Poma

6265 Dowdy Court, Orlando, FL 32819

**SECTION SEVEN
EXTRAORDINARY TRANSACTIONS**

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this agreement.

**SECTION EIGHT
REGISTERED AGENT OF SURVIVING CORPORATION**

The individual hereinafter named shall be the registered agent to the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands may be served:

Name

Address

Robert L. Underwood

537 East Park Avenue

Tallahassee, FL 32301

SECTION NINE
ASSETS OF DISAPPEARING CORPORATION

All property, real, personal and mixes and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **SHERRY, INC.**, shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

SECTION TEN
LIABILITIES OF DISAPPEARING CORPORATION

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against **SHERRY, INC.**, may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

SECTION ELEVEN
EFFECTIVE DATE OF AGREEMENT

This Agreement shall become effective on the date of filing of the Articles of Merger with the Office of the Secretary of State.

SECTION TWELVE
OFFICERS OF SURVIVING CORPORATION

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

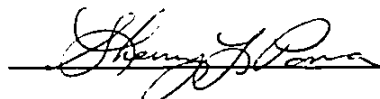
President:	Tony Poma
Secretary:	Sherry Poma

**SECTION THIRTEEN
CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of common stock of **SHERRY, INC.** outstanding on the effective date of the merger shall thereupon, without further action, become one share of common stock of **IMAGINATIONS, INC.** Further, after this merger, **IMAGINATIONS, INC.** shares shall be owned fifty percent by Tony Poma and fifty percent by Sherry Poma.

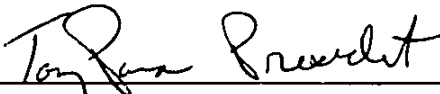
IN WITNESS WHEREOF, the directors, or a majority thereof, of **SHERRY, INC.**, and the directors, or a majority thereof of **IMAGINATIONS, INC.** have caused this agreement to be executed under their respective corporate seals on the day and year first above written.

Attest:




Corporate Secretary

IMAGINATIONS, INC.

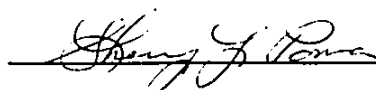
By: 

Tony Poma, President and Director

By: 


Sherry Poma, Director

Attest:

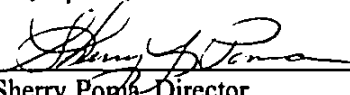


Corporate Secretary

SHERRY, INC.

By: 

Tony Poma, President and Director

By: 

Sherry Poma, Director

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
IMAGINATIONS, INC.**

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of IMAGINATIONS, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

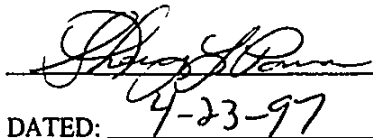
DATED: 12-31-96



Tony Poma

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.




DATED: 4-23-97

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
SHERRY, INC.**

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of SHERRY, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: 31 December 1996



Tony Poma



Sherry Poma

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: 31 December 1996

P92000003827

CARL A. BERTOCH, P.A.

Requestor's Name
537 East Park Avenue
Address
Tallahassee, FL 32301 904/222-2563
City/State/Zip Phone #

200002173212---6
-05/09/97--01081--019
****367.50 ****122.50
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Imaginations, Inc. P92000003827
(Corporation Name) (Document #)
2. On Stop Gift Shop, Inc. Merger
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____ _____
(Corporation Name) (Document #)

- ☐ Walk in
☐ Mail out

Document
☐ Update
☐ Pick up time
Updater
☐ Will wait
Updater
☐ Photocopy

- ☒ Certified Copy
☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 APR 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please
call Sharon at
222-2563 when
ready to be picked up.

RECEIVED
97 APR 29 AM 11:33

P920000003827

ARTICLES OF MERGER
Merger Sheet

MERGING:

ONE STOP GIFT SHOP, INC., a Florida corporation S91669

INTO

IMAGINATIONS, INC., a Florida corporation, P92000003827

File date: April 29, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

FILED
97 APR 29 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, F.S., the undersigned Florida corporations have adopted Articles of Merger for the purpose of merging them into one such corporation.

1. The Plan of Merger was approved by each of the undersigned corporations, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
 - (a) The Plan of Merger was adopted by **ONE STOP GIFT SHOP, INC.** by unanimous written consent of the Directors and Shareholders on December 31, 1996.
 - (b) The Plan of Merger was adopted by **IMAGINATIONS, INC.** by unanimous written consent of the Directors and Shareholders on December 31, 1996.
3. The name of the surviving corporation is **IMAGINATIONS, INC.**, a Florida corporation.
4. The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 607.1103 F.S. and with the Articles of Incorporation and By-Laws of the undersigned corporations.
5. The effective date of the merger is the date on which the Certificate of Merger is issued by the Florida Department of State.

DATED: December 31, 1996

ATTEST:

Secretary

ONE STOP GIFT SHOP, INC.

Tony Poma

President/Director

ATTEST:

Secretary

IMAGINATIONS, INC.

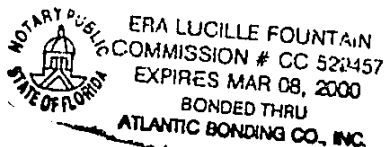
Tony Poma

President/Director

STATE OF FLORIDA)
)ss
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Tony Poma, President/Director of ONE STOP GIFT SHOP, INC. who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 31
day of December, 1996.



Era Lucille Fountain
Notary Public

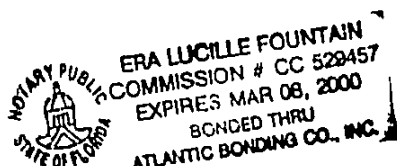
Era Lucille Fountain
(Print or Type Name)

Commission Number: CC 529457

STATE OF FLORIDA _____)
)ss
COUNTY OF Orange _____)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Tony Poma, President/Director of Imaginations, Inc., who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 31
day of December, 1996.



Era Lucille Fountain
Notary Public

Era Lucille Fountain
(Print or Type Name)

Commission Number: CC 529457

**Certificate Designating Registered Office
for the Service of Process Within the
State of Florida, and Naming the Registered
Agent Upon Whom Process May be Served**

In compliance with §48.091 and 607.0501 of the Florida Statutes, and as reflected in the Plan of Merger between **ONE STOP GIFT SHOP, INC.**, and **IMAGINATIONS, INC.**, and the Articles of Merger, the following is submitted:

1. That IMAGINATIONS, INC. under the laws of the State of Florida, with its principal place of business in the County of Orange, State of Florida, has named ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL 32301 as its Registered Agent to accept service of process within the State of Florida.

DATED: December 31, 1996

IMAGINATIONS, INC.

By: Tony Poma
Tony Poma, President

FILED
97 APR 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 31, 1996

Robert L. Underwood
Robert L. Underwood

MERGER AGREEMENT

Agreement made this 31st day of December, 1996, between **ONE STOP GIFT SHOP, INC.**, a corporation organized under the laws of the State of Florida, having its principal office at 6265 Dowdy Court, Orlando, FL 32819, and **IMAGINATIONS, INC.**, a corporation organized under the laws of the State of Florida, having its principal office and place of business at 6265 Dowdy Court, Orlando, FL 32819

RECITALS

The respective Directors and Shareholders of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that **ONE STOP GIFT SHOP, INC.** be merged into **IMAGINATIONS, INC.**

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106, Florida Statutes, that **ONE STOP GIFT SHOP, INC.** shall be merged into **IMAGINATIONS, INC.** as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger and the method of carrying it into effect.

SECTION ONE IMAGINATIONS, INC. TO BE SURVIVING CORPORATION

ONE STOP GIFT SHOP, INC. shall be merged into **IMAGINATIONS, INC.** and the corporate existence of **ONE STOP GIFT SHOP, INC.** shall cease and the corporate existence of **IMAGINATIONS, INC.** shall continue under the name of **IMAGINATIONS, INC.**, which shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and **IMAGINATIONS, INC.** shall become the subject to all the debts and liabilities of the constituent corporations in the same manner as if **IMAGINATIONS, INC.** had itself incurred them.

**SECTION TWO
PRINCIPAL OFFICE**

The principal office of **IMAGINATIONS, INC.** shall remain the principal office of the corporation following this merger.

**SECTION THREE
OBJECTS AND PURPOSES**

The nature of the business and purposes proposed to be transacted and carried on by the corporation following the merger remain the same as prior to the merger, as provided in Chapter 607, Florida Statutes.

**SECTION FOUR
ARTICLES OF INCORPORATION**

The Articles of Incorporation of **IMAGINATIONS, INC.** shall not be amended and shall continue to be the Articles of Incorporation of the surviving corporation.

**SECTION FIVE
BY-LAWS**

The present By-Laws of **IMAGINATIONS, INC.** insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

**SECTION SIX
NAMES AND ADDRESSES OF DIRECTORS**

The names and addresses of the persons who constitute the Board of Directors of **IMAGINATIONS, INC.**, following merger, and who shall hold office until the first annual

meeting of the shareholders of **IMAGINATIONS, INC.** following merger, are as follows:

<u>Name</u>	<u>Address</u>
Tony Poma	6265 Dowdy Court, Orlando, FL 32819
Sherry Poma	6265 Dowdy Court, Orlando, FL 32819

SECTION SEVEN EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this agreement.

SECTION EIGHT REGISTERED AGENT OF SURVIVING CORPORATION

The individual hereinafter named shall be the registered agent to the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands may be served:

<u>Name</u>	<u>Address</u>
Robert L. Underwood	537 East Park Avenue Tallahassee, FL 32301

**SECTION NINE
ASSETS OF DISAPPEARING CORPORATION**

All property, real, personal and mixes and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **ONE STOP GIFT SHOP, INC.** shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

**SECTION TEN
LIABILITIES OF DISAPPEARING CORPORATION**

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against **ONE STOP GIFT SHOP, INC.** may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

**SECTION ELEVEN
EFFECTIVE DATE OF AGREEMENT**

This Agreement shall become effective on the date of filing of the Articles of Merger with the Office of the Secretary of State.

**SECTION TWELVE
OFFICERS OF SURVIVING CORPORATION**

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

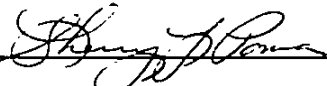
President:	Tony Poma
Secretary:	Sherry Poma

**SECTION THIRTEEN
CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of common stock of **ONE STOP GIFT SHOP, INC.** outstanding on the effective date of the merger shall thereupon, without further action, become one share of common stock of **IMAGINATIONS, INC.** Further, after this merger, **IMAGINATIONS, INC.** shares shall be owned fifty percent by Tony Poma and fifty percent by Sherry Poma.


IN WITNESS WHEREOF, the directors, or a majority thereof, of **ONE STOP GIFT SHOP, INC.**, and the directors, or a majority thereof of **IMAGINATIONS, INC.** have caused this agreement to be executed under their respective corporate seals on the day and year first above written.

Attest:



Corporate Secretary

IMAGINATIONS, INC.

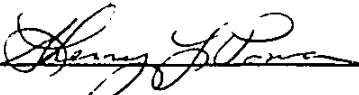
By: 

Tony Poma, President and Director

By: 

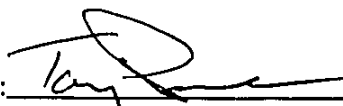
Sherry Poma, Director

Attest:



Corporate Secretary

ONE STOP GIFT SHOP, INC.

By: 

Tony Poma, President and Director


By: 

Sherry Poma, Director


**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
ONE STOP GIFT SHOP, INC.**

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of ONE STOP GIFT SHOP, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: December 31, 1996



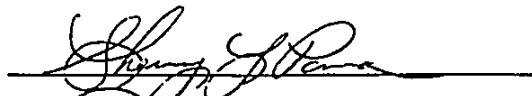
Tony Poma



Sherry Poma

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: December 31, 1996

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
IMAGINATIONS, INC.**

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of IMAGINATIONS, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.


DATED: 12-31-96



Tony Poma

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: 4-23-97