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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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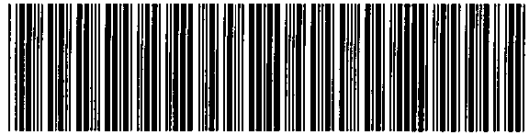
(Business Entity Name)

(Document Number)

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FILED
2008 JAN -7 AM 10:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Merger
Tewis
1/10/08

LAW OFFICE
OF
B. GRAY GIBBS
Attorney At Law

100 Second Avenue South, Suite 101-S
St. Petersburg, Florida 33701

Telephone (727) 892-9901
Facsimile (727) 892-9902

January 04, 2008

AMENDMENT SECTION
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Fl 32314

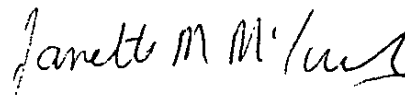
RE: XTC SUPERCENTER, INC.

Dear Sir or Madam:

Enclosed are the Articles of Merger and fee submitted for filing.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,


Janette M. McCurley, Esq.

ARTICLES AND PLAN OF MERGER

MERGER OF

XTC ENTERTAINMENT COMPANY, a Florida Corporation
Into
XTC SUPERCENTER, INC., a Florida Corporation

FILED
2008 JAN -7 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida General Corporation Act, Section 607.1105, Florida Statutes hereby adopt the following Articles and Plan of Merger:

ARTICLE I. The parties hereto agree to effect this Merger in accordance with the terms and conditions set forth herein and it is intended that this Merger constitute, and it shall be treated as, a reorganization pursuant to Section 368 (a) (1) (A) of the Internal Revenue Code of 1986.

ARTICLE II. The parties to these Articles and Plan of Merger are XTC ENTERTAINMENT COMPANY, a Florida Corporation and XTC SUPERCENTER, INC., a Florida Corporation.

ARTICLE III. The corporation to survive the merger is XTC SUPERCENTER, INC. and shall continue under its present name.

ARTICLE IV. The Articles of Incorporation of XTC SUPERCENTER, INC. shall not be changed by virtue of the merger.

ARTICLE V. The principle offices of XTC SUPERCENTER, INC. and XTC ENTERTAINMENT COMPANY are in Pinellas County, Florida.

ARTICLE VI. These Articles and Plan of Merger were duly adopted and approved by the Shareholders and the Board of Directors of XTC ENTERTAINMENT COMPANY and by the Shareholders and the Board of Directors of XTC SUPERCENTER, INC. by written action of even date herewith in lieu of a special meeting pursuant to Florida Statutes Section 607.227.

ARTICLE VII. The Plan of Merger is as follows:

7.1 Surviving Corporation. XTC ENTERTAINMENT COMPANY shall be merged into XTC SUPERCENTER, INC. which shall be the surviving corporation.

7.2 Ownership of Stock. The outstanding shares of stock of XTC ENTERTAINMENT COMPANY consist of 1000 shares each of \$1.00 par value common stock.

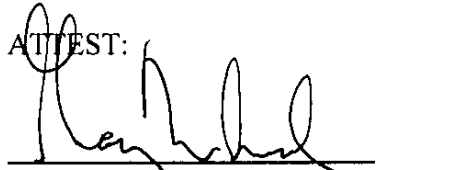
7.3 Terms and Conditions of Merger. On the effective date of the Merger of XTC ENTERTAINMENT COMPANY into XTC SUPERCENTER, INC., the stock of XTC ENTERTAINMENT COMPANY shall be cancelled and XTC SUPERCENTER, INC. shall succeed to all of the properties, rights and other assets and shall be subject to all of the liabilities of XTC ENTERTAINMENT COMPANY without further action by the corporations.

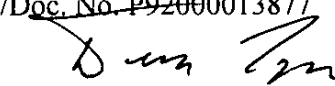
7.4 Further Assurances. If, at any time, XTC SUPERCENTER, INC. shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and Directors of XTC ENTERTAINMENT COMPANY as of the effective date of this merger, shall execute such conveyances or documents, or take such action.

7.5 Effective Date. The effective date of this merger shall be January 1, 2008 pursuant to Florida Statutes Section 607.231.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles and Plan of Merger this 3rd day of January, 2008.

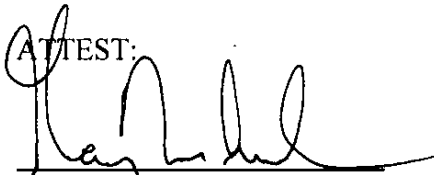
XTC SUPERCENTER, INC. /Doc. No. P92000013877

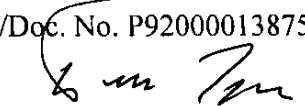
ATTEST:

Gary Wheeler, Secretary

By: 
Dean Tyler, President

(CORPORATE SEAL)

XTC ENTERTAINMENT COMPANY /Doc. No. P92000013875

ATTEST:

Gary Wheeler, Secretary

By: 
Dean Tyler, President

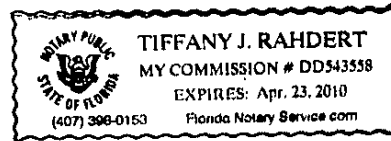
(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of January, 2008 by DEAN TYLER, as President of XTC SUPERCENTER, INC., a Florida Corporation, on behalf of the Corporation.

Tiffany J. Rahdert
NOTARY PUBLIC

My Commission Expires:

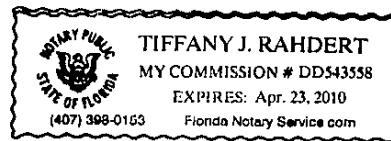


STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of January, 2008 by DEAN TYLER, as President of XTC ENTERTAINMENT COMPANY, a Florida Corporation, on behalf of the Corporation.

Tiffany J. Rahdert
NOTARY PUBLIC

My Commission Expires:

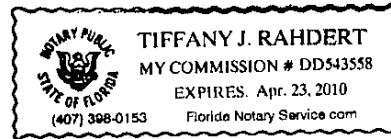


STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of January, 2008 by GARY WHEELER, as Secretary of XTC SUPERCENTER, INC., a Florida Corporation, on behalf of the Corporation.

Tiffany J. Rahdert
NOTARY PUBLIC

My Commission Expires:

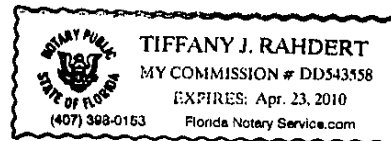


STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of January, 2008 by GARY WHEELER, as Secretary of XTC ENTERTAINMENT COMPANY, a Florida Corporation, on behalf of the Corporation.

Tiffany J. Rahdert
NOTARY PUBLIC

My Commission Expires:



WRITTEN ACTION IN LIEU OF SPECIAL MEETING OF BOARD OF DIRECTORS AND SHAREHOLDERS OF XTC SUPERCENTER, INC.

The undersigned, being all of the Directors and Shareholders entitled to vote at meetings of the Board of Directors and Shareholders of XTC SUPERCENTER, INC., a Florida Corporation, (the "Corporation"), acting without meeting pursuant to the Bylaws of the Corporation and to the Florida Business Corporation Act, hereby consent to and adopt the following preambles, resolution and actions:

RESOLVED, that this Written Action shall be in lieu of a special meeting of the Board of Directors and Shareholders of the Corporation.

WHEREAS, the Board of Directors and Shareholders unanimously agree that it is in the best interest of the Corporation to acquire a 100% interest in XTC ENTERTAINMENT COMPANY, a Florida Corporation; and

WHEREAS, the Board of Directors and Shareholders unanimously agree that it is in the Corporation's best interest to merge XTC ENTERTAINMENT COMPANY into XTC SUPERCENTER, INC.;

NOW THEREFORE, IT IS

RESOLVED, that the corporation shall acquire 100% interest in XTC ENTERTAINMENT COMPANY which acquisition shall take the form of a merger pursuant to Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

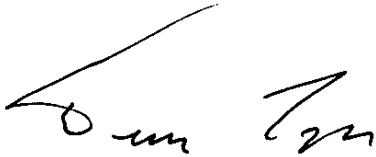
FURTHER, RESOLVED, that the Directors and Shareholders unanimously approve the merger of XTC ENTERTAINMENT COMPANY into XTC SUPERCENTER, INC. pursuant to the terms set forth in the Articles and Plan of Merger, a copy of which is attached hereto.

FURTHER RESOLVED, that the officers of the Corporation are authorized and empowered to execute and deliver the Articles and Plan of Merger.

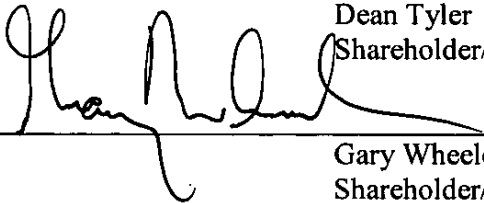
FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to take such further steps as necessary to effectuate the foregoing resolutions.

FURTHER RESOLVED, that the merger authorized herein shall be effective on January 1, 2008.

IN WITNESS WHEREOF, the undersigned, constituting all of the Shareholders and Directors of the Corporation, hereby execute this Written Action this 3rd day of January, 2008.



Dean Tyler
Shareholder/Director



Gary Wheeler
Shareholder/Director

WRITTEN ACTION IN LIEU OF SPECIAL MEETING OF BOARD OF DIRECTORS AND SHAREHOLDERS OF XTC ENTERTAINMENT COMPANY.

The undersigned, being all of the Directors and Shareholders entitled to vote at meetings of the Board of Directors and Shareholders of XTC ENTERTAINMENT COMPANY, a Florida Corporation, (the "Corporation"), acting without meeting pursuant to the Bylaws of the Corporation and to the Florida Business Corporation Act, hereby consent to and adopt the following preambles, resolution and actions:

RESOLVED, that this Written Action shall be in lieu of a special meeting of the Board of Directors and Shareholders of the Corporation.

WHEREAS, the Board of Directors and Shareholders have received an offer from the Board of Directors and Shareholders of XTC SUPERCENTER, INC. to acquire a 100% interest in the Corporation; and

WHEREAS, as a result of the proposed merger the Corporation will be liquidated;

NOW THEREFORE, IT IS

RESOLVED, that the Directors and Shareholders unanimously hereby approve the merger of XTC ENTERTAINMENT COMPANY into XTC SUPERCENTER, INC. and the resulting liquidation of the Corporation, which liquidation shall take the form of a merger pursuant to Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

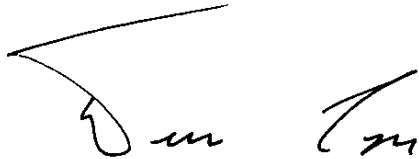
FURTHER, RESOLVED, that the Directors and Shareholders unanimously approve the merger of XTC ENTERTAINMENT COMPANY into XTC SUPERCENTER, INC. pursuant to the terms set forth in the Articles and Plan of Merger, a copy of which is attached hereto.

FURTHER RESOLVED, that the officers of the Corporation are authorized and empowered to execute and deliver the Articles and Plan of Merger.

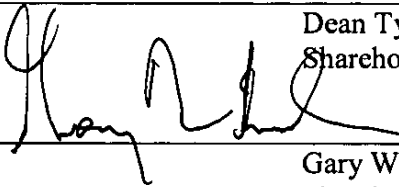
FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to take such further steps as necessary to effectuate the foregoing resolutions.

FURTHER RESOLVED, that the merger authorized herein shall be effective on January 1, 2008.

IN WITNESS WHEREOF, the undersigned, constituting all of the Shareholders and Directors of the Corporation, hereby execute this Written Action this 3rd day of January, 2008.



Dean Tyler
Shareholder/Director



Gary Wheeler
Shareholder/Director