

P94000063204

ARTICLES OF MERGER
Merger Sheet

MERGING:

MACMILLAN BELL INC., a Florida corporation, P94000063204

INTO

CB PUBLICATIONS, INC., a Nevada corporation not qualified in Florida

File date: April 24, 1997

Corporate Specialist: Joy Moon-French

P94000063204

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

900002150889-1
-04/22/97--011064--025
****122.50 ****122.50

Office Use Only

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

1. MAC MILLAN BELL, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☒ Pick up time 2:06

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of State

NEW FILINGS	
<input checked="" 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 24 PM 3:26

FILED

57 APR 22 PM 4:21

4/24

Jon
Menger
CA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1997

LAZARUS

MIAMI, FL

SUBJECT: MACMILLAN BELL INC.
Ref. Number: P94000063204

We have received your document for MACMILLAN BELL INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

We do not need the officer's statement that you have attached --- it appears that this is something required by the state of Nevada.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00020647

Articles of Merger

FILED

97 APR 24 PM 3:26

MacMillan Bell Inc., ("MBI") being validly and legally formed under the laws of the State of Florida, and CB Publications, Inc. ("CB") being validly and legally formed under the laws of the State of Nevada, have adopted a Plan of Merger:

1. MBI and CB will merge and CB will be the surviving corporation. The terms and conditions of the merger are as stated in the attached Certificate of Merger and Name Change.
2. The effective date of the Merger is the filing date of these Articles of Merger.
3. MacMillan Bell Inc. adopted the Plan of Merger at a Special Meeting of Shareholders held on April 4, 1997 based on the recommendation of the Board of Directors.
4. CB Publications, Inc. adopted the Plan of Merger at a Special Meeting of Shareholders held on April 4, 1997.

MacMillan Bell Inc.
a Florida Corporation

By Rafael A. Perez
Rafael A. Perez, President

Date: 4/14/97

CB Publications, Inc.,
a Nevada Corporation

By Michael J. Daniels
Michael J. Daniels, Chairman

Date: 4-17-97

PLAN OF MERGER

MACMILLAN BELL INC. INTO
CB PUBLICATIONS, INC.

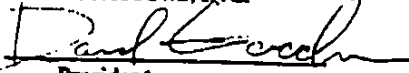
April 3, 1997


These Articles of Merger provide as follows:

1. Effective upon the filing of these Articles of Merger MacMillan Bell Inc., a Florida corporation, shall be merged with and into CB Publications, Inc., a Nevada corporation and CB Publications, Inc. shall be the surviving corporation.
2. The Plan of Merger shall be kept at the registered office of the Corporation in the State of Nevada.
3. Effective upon the filing of these Articles of Merger CB Publications, Inc. shall change its name to "MacMillan Bell Group, Inc." ("MBGI").
4. Authorized capital shall remain unchanged at 50,000,000 shares of Common Stock, par value \$.0005 per share. MBGI will reverse-split its 2,040,000 outstanding shares 2:1 to 1,020,000 shares.
5. As of the effective date of merger, 8,850,000 new (post split) shares of Common Stock, par value \$.0005 per share, of MBGI shall be issued in exchange for the 100 shares of Common Stock, par value \$5.00 per share, of MacMillan Bell, Inc. owned by its shareholders.
6. The foregoing transactions were approved by 1,734,000 out of the 2,040,000 issued and outstanding shares of Common Stock of CB Publications, Inc. at a Special Meeting of Shareholders held April 4, 1997 and by 100 out of 100 shares of Common Stock of Macmillan Bell, Inc. at a Special Meeting of Shareholders and Directors held April 4, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has executed these ARTICLES OF MERGER as of the date first set forth above, by its officers pursuant to due authority.

CB PUBLICATIONS, INC.

By 
President


Secretary

MACMILLAN BELL INC.

By

Rafael A. Bell
President

Christina Bell
Secretary

State of Florida } ss.
County of Duval

Before me, a Notary Public of the above-referenced State and County came Rafael A. Bell and Christina Bell, who stated to me that they are President and Secretary, respectively, of MacMillan Bell, Inc., a Florida corporation and acknowledged to me that each of them executed the foregoing Articles of Merger on behalf of the corporation pursuant to due authority.

Gina M Seneca
Notary Public

My Commission Expires: _____

State of NEVADA } ss.
County of CLARK



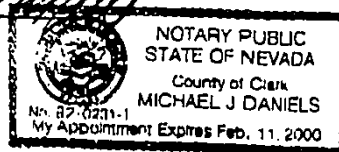
GINA M SENECA
My Commission CO211640
Expires Aug. 29, 1997
Bonded by HAI
600-422-1555

Before me, a Notary Public of the above-referenced State and County came DAVID GOWMAN, who stated to me that he is President of CB Publications, Inc., a Nevada corporation and acknowledged to me that he executed the foregoing Articles of Merger on behalf of the corporation pursuant to due authority.

Michael J Daniels
Notary Public

My Commission Expires: _____

State of NEVADA } ss.
County of CLARK



Before me, a Notary Public of the above-referenced State and County came DAVID GOWMAN, who stated to me that he is Secretary CB Publications, Inc., a Nevada corporation and acknowledged to me that he executed the foregoing Articles of Merger on behalf of the corporation pursuant to due authority.

Michael J Daniels
Notary Public

My Commission Expires: _____

