



THE UNITED STATES
CORPORATION
COMPANY

P94000086914

ACCOUNT NO. : 072100000032

REFERENCE : 209300 7182316

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 19, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 209300-005

CUSTOMER NO: 7182316

CUSTOMER: Ms. Teri A. Robinson
The Show Works, Inc.
Suite 225
328 Crandon Blvd.
Key Biscayne, FL 33149

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-04/19/99--01046--021

*****78.75 *****78.75

RECEIVED DATE
5/3/99

merger

ARTICLES OF MERGER

RECEIVED

99 APR 19 AM 10:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

THE SHOW WORKS, INC.

INTO

THE SHOW WORKS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 19 PM 2:30

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DLR
4/19/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE SHOW WORKS, INC., a New York corporation not authorized to transact
business in Florida

,

INTO

THE SHOW WORKS, INC., a Florida corporation, P94000086914

File date: April 19, 1999, effective May 31, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

Of

THE SHOW WORKS, INC.,
a New York corporation,

And

THE SHOW WORKS, INC.,
a Florida corporation

EFFECTIVE DATE
5/3/99

FILED
99 APR 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. The Plan of Merger for merging The Show Works, Inc., a New York corporation, with and into The Show Works, Inc., a Florida corporation, is annexed hereto and made a part hereof.

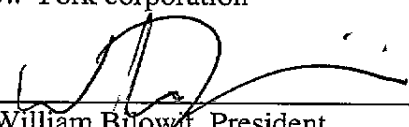
2. The merger of The Show Works, Inc., a New York corporation, with and into The Show Works, Inc., a Florida corporation, is permitted by the laws of the jurisdiction of organization of The Show Works, Inc., a New York corporation, and is in compliance with said laws. The date of adoption of the Plan of Merger by the sole shareholder of The Show Works, Inc., a New York corporation, was April 16, 1999.

3. The shareholders of The Show Works, Inc., a Florida corporation, approved and adopted the aforesaid Plan of Merger by unanimous written consent given on April 1, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective date of the merger herein provided for in the State of Florida shall be May 31, 1999.

Executed on April 16, 1999.

THE SHOW WORKS, INC.,
a New York corporation

By: 
William Bilowit, President

THE SHOW WORKS, INC.,
a Florida corporation

By: 
William Bilowit, President

PLAN OF MERGER

Plan of Merger adopted on April 16, 1999 by The Show Works, Inc., a business corporation organized under the laws of the State of New York, and by The Show Works, Inc., a business corporation organized under the laws of the State of Florida, and by their respective Boards of Directors on said date.

1. Upon the effective date of the merger, The Show Works, Inc., a New York corporation, and The Show Works, Inc., a Florida corporation, shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the Florida Business Corporation Act, be merged into a single corporation, to wit, The Show Works, Inc., a Florida corporation, which shall be the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act. Upon the effective date of the merger, the separate existence of The Show Works, Inc., a New York corporation (the "Merged Corporation"), shall cease in accordance with the provisions of the Business Corporation Law of the State of New York. The Surviving Corporation and the Merged Corporation are sometimes hereinafter collectively called the "Constituent Corporations."

2. The number of outstanding shares of the Merged Corporation is 10 shares, all of which are of one class and are common shares, having no par value, and all of which are entitled to vote.

3. The number of outstanding shares of the Surviving Corporation is 1,000 shares, all of which are of one class and are common shares, having a par value of \$1.00 per share, and all of which are entitled to vote.

4. The by-laws of the Surviving Corporation upon the effective date of the merger shall be the by-laws of the said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

5. The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation and the said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

6. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices

until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

7. Upon the effective date of the merger, each issued share of the Merged Corporation shall be cancelled. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation. No additional shares shall be issued by virtue of the merger.

8. The Plan of Merger is intended to be effected as a tax-free reorganization under the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended

9. Upon the effective date of the merger:

(a) The Surviving Corporation shall possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations.

(b) All of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Corporations, shall vest in the Surviving Corporation without further act or deed.

(c) The Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either Constituent Corporation, or any shareholder, officer or director thereof, shall be released or impaired by the merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if the merger had not occurred, or the Surviving Corporation may be substituted in such action or special proceeding in place of either Constituent Corporation.

(d) Without limitation of the foregoing provisions of this paragraph 9, all corporate acts, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their shareholders, Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation.

10. In the event that the Plan of Merger shall have been adopted by the shareholders of the Merged Corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the Merged Corporation with and into the Surviving Corporation shall have been approved by the shareholders of the Surviving Corporation in the manner prescribed by

the provisions of the Florida Business Corporation Act, the Merged Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed any document or documents prescribed by the laws of the State of New York and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The Boards of Directors and the appropriate officers of the Merged Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver and file any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein described.

12. The effective date of the merger shall be May 31, 1999.

13. This Plan of Merger constitutes the entire agreement between the parties and supercedes all prior agreements, written and oral, with respect hereto.