

P95000005896

MINTMIRE & ASSOCIATES
ATTORNEYS AT LAW

265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FLORIDA 33480
TEL: (561) 832-5696
FAX: (561) 659-5371

March 17, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

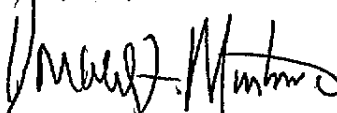
RE: Apex Productions, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Merger with the Plan of Merger incorporated therein for Apex Productions, Inc. Also enclosed, please find a check in the amount of \$70.00 payable to the Secretary of State Division of Corporations.

If we can be of further assistance, please do not hesitate to contact our office.

Very truly,


Donald F. Mintmire

DFM/asl
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 AM 11:25

merger
sf 4/14/98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

A.P. POSTPRODUCTIONS, INC., a FL corp., #P95000085809

INTO

APEX PRODUCTIONS, INC., a Florida corporation, P95000005896.

File date: April 10, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 23, 1998

MINTMIRE & ASSOCIATES
DONALD MINTMIRE
265 SUNRISE AVE., STE. 204
PALM BEACH, FL 33480

SUBJECT: A.P. POSTPRODUCTIONS, INC.
Ref. Number: P95000085809

We have received your document for A.P. POSTPRODUCTIONS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In order to file your document, the subject entity must first be reinstated.

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 (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 098A00015383

MINTMIRE & ASSOCIATES
ATTORNEYS AT LAW

April 6, 1998

265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FLORIDA 33480
TEL: (561) 832-5696
FAX: (561) 659-5371

Florida Department of State
Division of Corporations
Attn: Ms. Payne
P.O. Box 6327
Tallahassee, FL 32314

Via RRR Z 204 162 929

RE: A.P. Postproductions, Inc.

Dear Ms. Payne:

We have received your letter dated March 23, 1998, a copy of which is enclosed. It states that A.P. Postproductions, Inc. must be reinstated before it and Apex Productions, Inc. can effectively merge under Florida law.

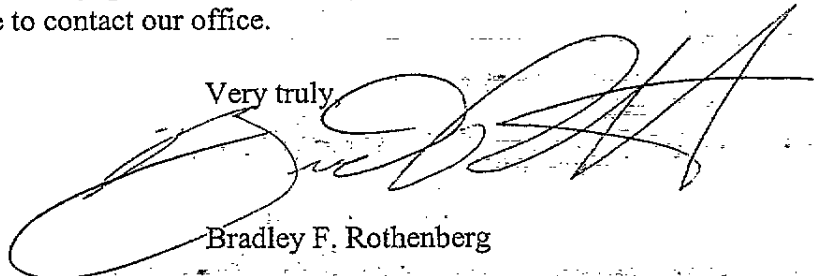
Please recall our conversation March 25, 1998 at which time we discussed that due to the fact that the merger took place in 1996, the subject corporation, A.P. Postproductions, Inc., could not have received notice from the Division of Corporations that it was to be Administratively Dissolved for failure to file it's Annual Report.

As Counsel for Apex Productions, Inc. and A.P. Postproductions, Inc. we respectfully request a waiver of the \$600.00 Reinstatement fee because A.P. Postproductions, Inc. failed to receive the notice required by Florida Statute before being Administratively Dissolved on September 26, 1997. We enclose a check in the amount of \$165.00 as payment for the filing of an Annual Report for A.P. Postproductions, Inc. for 1997 as well as a completed Annual Report Form for 1997.

Also enclosed are the Original documents submitted, Articles of Merger with a Plan of Merger attached, for which the \$70.00 fee has already been remitted.

Should you have any questions regarding this matter, or if we can be of further assistance, please do not hesitate to contact our office.

Very truly,



Bradley F. Rothenberg

BFR/asl

MINTMIRE & ASSOCIATES

ATTORNEYS AT LAW

265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FLORIDA 33480
TEL: (561) 832-5696
FAX: (561) 659-5371

April 8, 1998

Via RRR: Z 204 162 938

Florida Department of State
Division of Corporations
Attn: Ms. Payne
P.O. Box 6327
Tallahassee, FL 32314

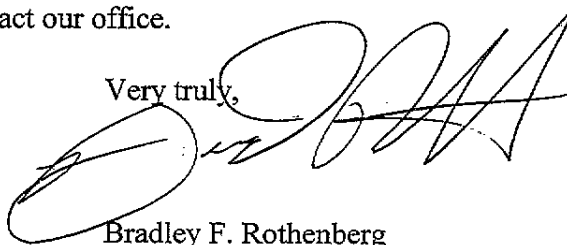
RE: A.P. Postproductions, Inc.

Dear Ms. Payne:

In a letter from our office dated April 6, 1998 we made reference to, and meant to include, the 1997 Annual Report for A.P. Postproductions, Inc. We inadvertently failed to include that form in the documents we mailed to you on that date. We therefore have included that form with this letter and hope that this has caused you little inconvenience or confusion regarding the reinstatement of A.P. Postproductions, Inc.

Should you have any questions regarding this matter, or if we can be of further assistance, please do not hesitate to contact our office.

Very truly,



Bradley F. Rothenberg

BFR/asl
Encls.

ARTICLES OF MERGER/SHARE EXCHANGE

OF

A.P. Postproductions, a Florida Corporation,
into
Apex Productions, Inc., a Florida Corporation,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 10 AM 11:25

ARTICLES OF MERGER between A.P. Postproductions, Inc., a Florida corporation ("A.P.") and Apex Productions, Inc., a Florida corporation ("Apex").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") A.P. and Apex adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated ("Plan of Merger"), between A.P. and Apex was approved and adopted by the shareholders of A.P. on December 31, 1996 and was adopted by the shareholders of Apex on December 31, 1996.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of A.P.'s stock will be acquired by means of a merger of A.P. into Apex with Apex the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

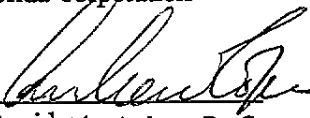
4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on January 1, 1997 at 12:01 a.m.

IN WITNESS WHEREOF, the parties have set their hands this 31 day of December, 1996.

ATTEST:

A.P. Postproductions, Inc.
a Florida corporation

(Corporate Seal)

By: 
President Andrew P. Cope

ATTEST:

Apex Productions, Inc.
a Florida corporation

(Corporate Seal)

By: 
President Andrew P. Cope

PLAN OF MERGER

Merger between Apex Productions, Inc., (the "Surviving Corp.") and A.P. Postproductions, Inc., (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date are as follows:

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, for the 1,000 shares of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 980 shares of Common Stock of Apex, Inc. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date shall receive cash in an amount determined as follows: \$1.00 for each fractional share in full satisfaction of the exchange.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President to execute Articles of Merger in the form attached to this Agreement

and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 1997, as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 31 day of December 1996.

ATTEST:

A.P. POSTPRODUCTIONS, INC.
a Florida corporation

Corporate Seal

By:

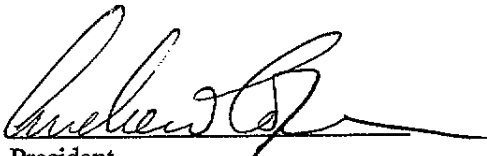

President

ATTEST:

APEX PRODUCTIONS, INC.
a Florida corporation

Corporate Seal

By:


President