

JUL 30 2007 9:34 AM C S C NO. 341 P. 1
PA5000016127

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FOOTBALL FANATICS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
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Help

Merger @ 7.31.07

ARTICLES OF MERGER (Profit Corporations)

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<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Football Fanatics, Inc.	DE	4381014

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Football Fanatics, Inc.	FL	P95000016127

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on July 30, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 30, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

NO. 841 P. 3

TO: 13129843150 P. 10
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Name of Corporation

Typed or Printed Name of Individual & Title

Ans. 8. Tragen

Alan Trager, President

Ula & Tragen

Alan Trager, Chief Executive Officer

RECEIVED TIME JUL. 30. 11:36AM

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Merger Agreement"), dated as of July 30, 2007, is made by and between Football Fanatics, Inc., a Florida corporation ("FF Florida") and Football Fanatics, Inc., a Delaware corporation ("FF Delaware").

WITNESSETH: THAT

WHEREAS, FF Florida owns 100% of the issued and outstanding capital stock of FF Delaware; and

WHEREAS, FF Florida and FF Delaware deem it advisable and in the best interests of their respective stockholders that FF Florida be merged with and into FF Delaware pursuant to the terms and conditions of this Merger Agreement and in accordance with the Delaware General Corporation Law, as amended (the "DGCL"), and the Florida Business Corporation Act, as amended (the "FBCA");

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

Article 1. The Merger. Upon the terms and subject to the conditions set forth in this Merger Agreement, the DGCL and the FBCA, at the Effective Time (as defined below): (a) FF Florida shall be merged with and into FF Delaware as a single corporation and FF Delaware shall assume all obligations of FF Florida; (b) from and after the Effective Time, FF Delaware shall continue as the surviving corporation; (c) from and after the Effective Time, the separate existence of FF Florida shall cease; and (d) from and after the Effective Time, the existence of FF Delaware shall continue unaffected and unimpaired, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the DGCL (the "Merger"). The Merger shall have the effects set forth in this Merger Agreement and in Section 259 of the DGCL and Section 607.1106 of the FBCA.

Article 2. Effect of the Merger.

2.1 The Effective Time. The Merger shall become effective upon the filing of both the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

2.2 Effect of the Merger. At the Effective Time, all the property, rights, privileges, powers and franchises of FF Florida shall vest in FF Delaware and all debts, liabilities, obligations, restrictions, disabilities and duties of FF Florida shall become debts, liabilities, obligations, restrictions, disabilities and duties of FF Delaware.

Article 3. Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of FF Florida or FF Delaware or the holder of any of the securities thereof: (a) the sole share of capital stock of FF Delaware issued and outstanding immediately

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prior to the Effective Time shall be cancelled and extinguished, and no consideration shall be issued with respect thereto, and (b) each share of capital stock of FF Florida issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive 100,000 shares of Common Stock of FF Delaware, with such shares to be issued at the Closing.

Article 4. Certificate of Incorporation and Bylaws. The Certificate of Incorporation of FF Delaware shall be amended on the date of the Effective Time by filing the Amendment to the Certificate of Incorporation, attached hereto as Exhibit A, in the manner provided in the DGCL. The Bylaws of FF Delaware existing immediately prior to the Effective Time shall be the Bylaws of FF Delaware immediately following the Effective Time, until the same shall be amended in the manner provided in the DGCL.

Article 5. Directors and Officers. The directors and officers of FF Delaware immediately prior to the Effective Time shall be the directors and officers of FF Delaware after the Effective Time, until other directors or officers are elected or appointed and qualified in accordance with the Transaction Agreements and in the manner provided in the DGCL and the Bylaws.

Article 6. Amendment and Termination. At any time prior to the Effective Time, this Merger Agreement may be amended in accordance with the DGCL and the FBCA. At any time prior to the Effective Time, this Merger Agreement, the Certificate of Ownership and Merger and the Articles of Merger may be terminated and the Merger abandoned in accordance with the DGCL and the FBCA.

Article 7. Further Assurances. If at any time or from time to time FF Delaware shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in FF Delaware, or perfect its title to, any property or rights of FF Florida, the officers of FF Florida shall execute, make, and deliver, without further consideration, all such proper assignments and assurances in law, and do all other things necessary or desirable, to vest or perfect title to such property or rights in FF Delaware, and otherwise to carry out the purposes of this Merger Agreement.

Article 8. Miscellaneous.

8.1 Governing Law. This Merger Agreement shall be governed by, and construed in accordance with, the substantive laws of the State of Delaware, without regard to the conflicts of laws principles thereof.

8.2 Entire Merger Agreement. This Merger Agreement and other documents executed by the parties pursuant to this Merger Agreement or referenced herein constitute a complete and exclusive statement of the entire understanding and Merger Agreement of the parties with respect to the respective subject matter hereof, and supersedes all other prior Merger Agreements and understandings, written or oral, relating to such subject matter between the parties.

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8.3 References and Headings. References in this Merger Agreement to sections, unless otherwise specified, are to sections of this Merger Agreement. The headings contained in this Merger Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Merger Agreement.

8.4 Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Merger Agreement.

[Signature Page follows]

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IN WITNESS WHEREOF, the undersigned have caused this Merger Agreement to be duly executed and delivered as of the day and year first above written.

FOOTBALL FANATICS, INC., a Florida corporation

By: Alan S. Trager
Its: President

FOOTBALL FANATICS, INC., a Delaware corporation

By: Alan S. Trager
Its: Chief Executive Officer

[Signature Page to Merger Agreement]

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Exhibit A

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
FOOTBALL FANATICS, INC.**

Football Fanatics, Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

1. The name of the Corporation is: Football Fanatics, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article IV thereof and by substituting in lieu of said Article the following new Article IV:

**ARTICLE IV
AUTHORIZED STOCK**

The total number of shares of stock that the corporation shall have authority to issue is Thirty Million (30,000,000) shares of common stock, \$.001 par value per share.

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Dated as of the 30th day of July, 2007.

Football Fanatics, Inc.

Alan Trager, Chief Executive Officer