

LAW OFFICES
WILSON, JOHNSON & JAFFER, P.A.
27 SOUTH ORANGE AVENUE
SUITE ONE
SARASOTA, FLORIDA 34236

CLYDE H. WILSON (1908-1994)
ROBERT M. JOHNSON
CLYDE H. WILSON, JR.
JOHN S. JAFFER

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(941) 955-5800
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(941) 955-7353
E-MAIL: wilsonjr@gata.net

PERSONAL

February 25, 1997

Florida Department of State
Division of Corporations
P. O. Box 1500
Tallahassee, FL 32302-1500

ATTENTION LOUISE JACKSON

Re: **Mega Dance International, Inc./After Supper Productions, Inc.**

Dear Ms. Jackson:

Enclosed are the documents we furnished before with the payment, in the above matter.

Very truly yours,


Robert M. Johnson

RMJ/jw

megafr.k2

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****330.00 ****105.00

*Merger was lost
or mislaid placed.
copy remailed for
filing.*

*merger
LFT*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 15, 1997

Florida Department of State
Division of Corporations
P. O. Box 1500
Tallahassee, FL 32302-1500

Re: **Mega Dance International, Inc./After Supper Productions, Inc.**

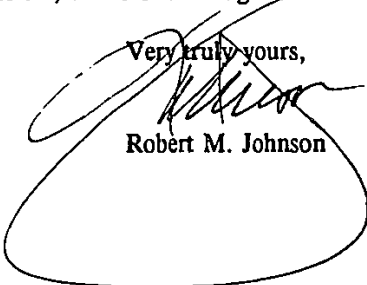
To Whom it May Concern:

Enclosed is a copy of our August 1, 1996, letter and a copy of our check #1102 (front and back) in the amount of \$330.00.

In a telephone follow up of the August 1 letter to determine status, we were told you only showed receipt of \$70.00 with an annual report being filed and saw no other record of the merger, etc. It was suggested we mail the front and back of our payment of \$330.00.

Please advise as soon as possible, status of the August 1-letter and merger.

Very truly yours,


Robert M. Johnson

RMJ/jw

megafr.let

FILED
96 AUG -9 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Copy

TELEPHONE
(941) 955-5800

FACSIMILE
(941) 955-7353

E-MAIL: wilsonjr@gata.net

August 1, 1996

Florida Department of State
Division of Corporations
P. O. Box 1500
Tallahassee, FL 32302-1500

To Whom it May Concern

I enclose the following:

1. Annual Report for MEGA DANCE INTERNATIONAL, INC., together with payment in the sum of \$225.00.
2. Articles of Merger of MEGA DANCE INTERNATIONAL, INC. and AFTER SUPPER PRODUCTIONS, INC. into AFTER SUPPER PRODUCTIONS, INC., with payment in the sum of \$70.00.
3. Amendment to Articles of Incorporation of AFTER SUPPER PRODUCTIONS, INC. with payment in the sum of \$35.00.

All of the principals and shareholders of both corporations are the same persons.

Please return to me the filing data on the enclosed conformed copies.

Very truly yours,

Robert M. Johnson

RJM/jw

Encls: 2cc Annual Report for Mega Dance International, Inc.
2cc Articles of Merger of Corporations
2cc Amendment to Articles of Incorporation of
After Supper Productions, Inc.

✓ Check \$330.00 ~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 AUG -9 AM 10: 37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF CORPORATIONS

Pursuant to Florida Statutes 607.1101, **MEGA DANCE INTERNATIONAL, INC.**, Corporate Number P95000023071, and **AFTER SUPPER PRODUCTIONS, INC.**, Corporate Number S49222, are hereby merged into **AFTER SUPPER PRODUCTIONS, INC.**, Corporate Number S49222. The undersigned hereby certify that the Board of Directors of each corporation has adopted and its shareholders have approved a plan of merger as follows:

1. As to **MEGA DANCE INTERNATIONAL, INC.**

A. The name of the corporation planning to merge is **MEGA DANCE INTERNATIONAL, INC.**, Corporate Number P95000023071. The surviving corporation into which this corporation plans to merge is **AFTER SUPPER PRODUCTIONS, INC.**, Corporate Number S49222.

B. The terms and conditions of the proposed merger are that **MEGA DANCE INTERNATIONAL, INC.** has ONE THOUSAND (1000) Shares outstanding common stock and will swap each FIVE HUNDRED (500) shares of its stock for ONE (1) share of stock in **AFTER SUPPER PRODUCTIONS, INC.**, which will be the surviving corporation.

There are no obligations or other securities of the merging corporation and no cash or other assets or rights which are required to be transferred to the surviving corporation.

C. The effective date of the merger will be on the date of the filing of the Certificate.

2. As to the surviving corporation: **AFTER SUPPER PRODUCTIONS, INC.**, Corporate Number S49222.

A. The name of the surviving corporation is **AFTER SUPPER**

PRODUCTIONS, INC., Corporation Number S49222.

B. AFTER SUPPER PRODUCTIONS, INC. approves the merger of MEGA DANCE INTERNATIONAL, INC., Corporate Number P95000023071 into AFTER SUPPER PRODUCTIONS, INC., and issuance of shares as herein set forth.

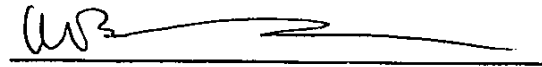
C. The effective date of the merger will be on the date of the filing of the Certificate.

This document was executed at Sarasota, Florida, on July 22, 1996.

as to **MEGA DANCE INTERNATIONAL, INC.,**



**Wilson Barrera
President, Director & Shareholder**



**Margaret Burns
Secretary, Director & Shareholder**

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared **WILSON BARRERA**, as President, Director & Shareholder of **MEGA DANCE INTERNATIONAL, INC.** and **MARGARET BURNS**, as Secretary, Director & Shareholder of **MEGA DANCE INTERNATIONAL, INC.**, to me known personally or have produced _____ to be the persons in and who executed the foregoing instrument and they acknowledged before me that they executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of July, 1996.

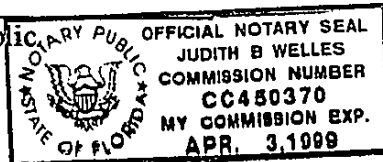
Judith B. Welles
Notary

(Notary Seal)

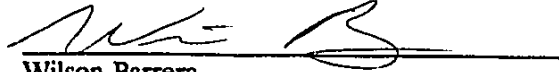
Print Name of Notary Public

Notary Public Cert. No.:

My Commission Expires:



as to AFTER SUPPER PRODUCTIONS, INC.



Wilson Barrera
President, Director & Shareholder

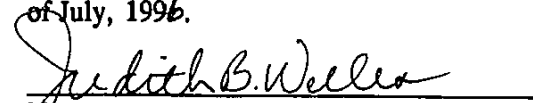


Margaret Burns
Secretary, Director & Shareholder

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared **WILSON BARRERA**, as President, Director & Shareholder of **AFTER SUPPER PRODUCTIONS, INC.** and **MARGARET BURNS**, as Secretary, Director & Shareholder of **AFTER SUPPER PRODUCTIONS, INC.**, to me known personally or have produced _____ to be the persons in and who executed the foregoing instrument and they acknowledged before me that they executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of July, 1996.

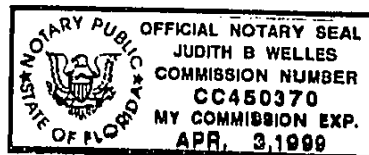

Notary

(Notary Seal)

Print Name of Notary Public

Notary Public Cert. No.:

My Commission Expires:



megmcgr

PLAN OF MERGER

This Plan of Merger dated July 22, 1996, by and between **MEGA DANCE INTERNATIONAL, INC.**, a Florida corporation, and **AFTER SUPPER PRODUCTIONS, INC.**, a Florida corporation, being hereinafter collectively referred to as the "constituent corporations",

WITNESSETH: MEGA DANCE INTERNATIONAL, INC. is a duly organized Florida corporation having been incorporated on the 21st day of March, 1995, having an authorized capital stock of 1000 shares of common stock ONE (\$.01) CENT par value of which 1000 shares are issued and outstanding and all such shares are entitled to vote on this Plan of Merger; and

AFTER SUPPER PRODUCTIONS, INC. is a Florida Corporation, having been incorporated on the 1st day of May, 1991, and having an authorized capital stock of 500 shares of common stock, ONE (\$1.00) DOLLAR par value of which 100 shares are issued and outstanding and all such shares are entitled to vote on this Plan of Merger; and,

The Board of Directors of the constituent corporations have agreed that **MEGA DANCE INTERNATIONAL, INC.** will be merged into **AFTER SUPPER PRODUCTIONS, INC.** as the surviving corporation as authorized by the statutes of the State of Florida pursuant to the terms and conditions herein set forth, and for the shares of capital stock of **MEGA DANCE INTERNATIONAL, INC.** at the effective date (as hereinafter defined) shall be converted into shares of **AFTER SUPPER PRODUCTIONS, INC.**, and each Board has duly approved this Plan of Merger on the date hereinafter set forth.

Therefore, in consideration of the premises and the mutual covenants and agreements

herein contained, the parties hereto have agreed and do hereby agree as follows:

ARTICLE I

MERGER AND NAME OF SURVIVING CORPORATION

At the effective date as hereinafter defined, **MEGA DANCE INTERNATIONAL, INC.** shall be merged with **AFTER SUPPER PRODUCTIONS, INC.** which is hereby designated as the "surviving corporation" which shall not be a new corporation but which shall continue its corporate existence as a Florida corporation to be governed by the laws of the State of Florida.

ARTICLE II

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are as follows:

(A) At the effective date:

1. The constituent corporations shall be a single corporation which shall be **AFTER SUPPER PRODUCTIONS, INC.** the corporation designated herein as the surviving corporation.
2. The separate existence of **MEGA DANCE INTERNATIONAL, INC.** shall cease.
3. The surviving corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises as well of a public as in a private nature and be subject to all the restrictions, disabilities and duties of each constituent corporation; and all in singular, the rights, privileges, powers and franchises of each constituent corporation and all property, personal and mixed, and all debts due to either particular corporation on whatever account as well as for stocks, subscriptions as all other things in action or belonging to each constituent

corporation shall be vested in the surviving corporation.

4. The assets or liability reserved in the accounts of each constituent corporation shall be recorded on the books of the surviving corporation at the amounts which they respectively shall then be carried on the books of each constituent corporation subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect of a merger.

(B) The Board of Directors and Officers of **AFTER SUPPER PRODUCTIONS, INC.** shall be:

Board of Directors	Wilson Barrera 1208 S. Osprey Avenue Sarasota, Florida 34239
	Margaret Burns 1208 S. Osprey Avenue Sarasota, Florida 34239

President	Wilson Barrera 1208 S. Osprey Avenue Sarasota, Florida 34239
-----------	--

Secretary/ Treasurer	Margaret Burns 1208 S. Osprey Avenue Sarasota, Florida 34239
-------------------------	--

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

Each FIVE HUNDRED (500) shares of **MEGA DANCE INTERNATIONAL, INC.** outstanding at the effective date shall be converted into FIVE (5) shares of **AFTER SUPPER PRODUCTIONS, INC.** without any action on the part of the holder thereof. After the effective

date, each holder of an outstanding certificate which prior thereto represented shares of **MEGA DANCE INTERNATIONAL, INC.**, common stock, shall be entitled upon surrender thereof to receive in exchange therefore, a certificate representing the number of whole shares of **AFTER SUPPER PRODUCTIONS, INC.** into or for which the shares have been converted or exchanged.

ARTICLE IV

CERTIFICATE OF INCORPORATION AND BYLAWS

(A) The certificate of incorporation of **AFTER SUPPER PRODUCTIONS, INC.** as existing and constituted immediately prior to the effective date shall, upon the merger becoming effective be and constitute the certificate of incorporation of the surviving corporation and shall amend it in the manner provided by law.

(B) The bylaws of **AFTER SUPPER PRODUCTIONS, INC.** as existing and constituted immediately prior to the effective date, shall upon the merger becoming effective, be and constitute the bylaws of the surviving corporation until amended in the manner provided by law.

ARTICLE V

APPROVAL OF STOCKHOLDERS

(A) The stockholders of each constitute corporation as provided by the applicable laws of the State of Florida do hereby execute this Plan of Merger as full approval and ratification of the contents hereof.

ARTICLE VI

APPROVAL AND EFFECTIVE TIME OF THE MERGER

(A) The merger shall become effective when all the following actions have taken place:

(1) This Plan shall be adopted and approved on behalf of each constituent corporation in accordance with the laws of the State of Florida; and

(2) A certificate of merger setting forth the information required by and executed and verified in accordance with the laws of the State of Florida shall be filed with the office of the Secretary of State of the State of Florida, Division of Corporations, the particular time and date at which such filing shall be accomplished being herein referred to as "the effective date."

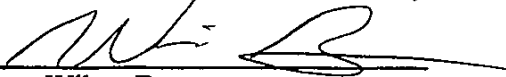
(B) Each counterpart of this Plan of Merger as executed by the parties hereto shall be deemed to be an original instrument.

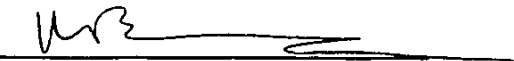
(C) This Plan, the legal relations between the parties hereto, shall be governed by the laws of the State of Florida.

(D) This Plan cannot be altered or amended except pursuant to an instrument in writing signed by all of the parties thereto.

WITNESS whereof the parties have hereunder set their hands and seal this 22nd day of
July, 1996.

MEGA DANCE INTERNATIONAL, INC.

by 
Wilson Barrera
President

by 
Margaret Burns
Director

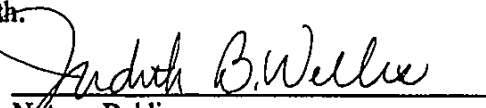
AFTER SUPPER PRODUCTIONS, INC.

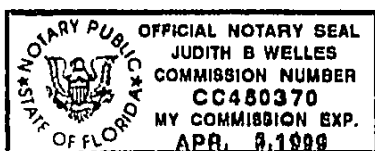
by 
Wilson Barrera
President, Shareholder

by 
Margaret Burns
Secretary, Treasurer & Shareholder

STATE OF FLORIDA
COUNTY OF SARASOTA

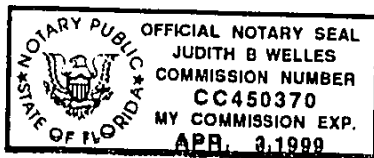
On this 22nd day of July, 1996, before me personally came Wilson Barrera and Margaret Burns, first being duly sworn state on oath that they are the Officers and Directors of **MEGA DANCE INTERNATIONAL, INC.** as above set forth and that they executed the foregoing instrument for the purposes therein set forth.


Notary Public



STATE OF FLORIDA
COUNTY OF SARASOTA

On this 22nd day of July, 1996, before me personally came Wilson Barrera and Margaret Burns, first being duly sworn state on oath that they are the Officers and Directors of **AFTER SUPPER PRODUCTIONS, INC.** as above set forth and that they executed the foregoing instrument for the purposes therein set forth.



Judith B. Welles
Notary Public

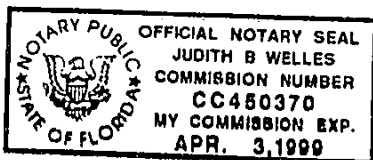
We hereby execute the foregoing Plan of Merger as the sole shareholders of said corporations in full ratification and approval thereof.

Wilson Barrera
Wilson Barrera, Shareholder

Margaret Burns
Margaret Burns, Shareholder

STATE OF FLORIDA
COUNTY OF SARASOTA

On this 22nd day of July 1996, before me personally came Wilson Barrera and Margaret Burns, first being duly sworn state on oath that they are the Shareholders of said corporation as above set forth and that they executed the foregoing instrument for the purposes therein set forth.



Judith B. Welles
Notary Public