

P95000024427

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FILED  
99 AUG 18 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WILLIAM G. SWANSON  
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OF COUNSEL  
LORENS Q. BRYNESTAD

July 30, 1999

Florida Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/02/99-01136--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Paramour Entertainment, Inc.  
Document No. P95000024427

Dear Sir/Madam:

Enclosed herewith for filing please find the Articles of Merger of Paramour Entertainment, Inc., a Florida Corporation With and Into Paramour, Inc., a Minnesota Corporation and our firm's check in the amount of \$70.00 as the filing fee. Please have the date stamped and filed Articles of Merger be returned to us at the above stated address.

Very truly yours,

C. Alden Pearson  
JENSEN SWANSON & SONDRALL, P.A.

Enclosures

Stevin1-02-Florida Ltr.wpd

V. SHEPARD AUG 20 1999

Morgan

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PARAMOUR ENTERTAINMENT, INC., a Florida corporation, P95000024427

INTO

**PARAMOUR ENTERTAINMENT, INC.**, a Minnesota corporation not qualified in  
Florida.

File date: August 18, 1999

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 10, 1999

C. ALDEN PEARSON  
8525 EDINBROOK CROSSING, STE. 201  
BROOKLYN PARK, MN 55443-1999

SUBJECT: PARAMOUR ENTERTAINMENT, INC.  
Ref. Number: P95000024427

We have received your document for PARAMOUR ENTERTAINMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 799A00040438

RECEIVED  
99 AUG 18 PM 12:58  
DIVISION OF CORPORATIONS

# JENSEN SWANSON & SONDRALL, P.A.

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August 16, 1999

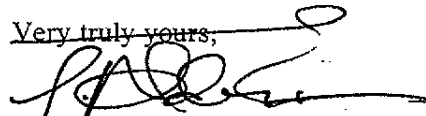
Florida Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Paramour Entertainment, Inc. Merger**  
**Your Letter No. 799A00040438**  
**Reference No. P95000024427**

To Whom it May Concern:

Enclosed please find the corrected Articles of Merger for the above stated corporation and accompanying Plan of Merger. The original documents provided to you contained a typographical error in the spelling of the name "Paramour". Also enclosed please find a copy of the above referenced letter from you to the undersigned.

Very truly yours,



C. Alden Pearson  
JENSEN SWANSON & SONDRALL, P.A.

Enclosures

Stevin1-04-Florida Ltr.wpd

**ARTICLES OF MERGER  
OF  
PARAMOUR ENTERTAINMENT, INC.,  
a Florida Corporation,  
WITH AND INTO  
PARAMOUR ENTERTAINMENT, INC.,  
a Minnesota Corporation**

FILED  
99 AUG 18 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

**ARTICLE 1.**

The name and jurisdiction of the surviving corporation is Paramour Entertainment, Inc., a Minnesota corporation ("Survivor").

**ARTICLE 2.**

The name and jurisdiction of the merging corporation is Paramour Entertainment, Inc., a Florida corporation ("Target").

**ARTICLE 3.**

Annexed hereto as **Exhibit A**, and made a part hereof, is the Plan of Merger merging Target into Survivor.

**ARTICLE 4.**

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

**ARTICLE 5.**

The Plan of Merger was approved and adopted by the Board of Directors and Shareholders of Survivor on 7/29, 1999.

**ARTICLE 6.**

The Plan of Merger was approved and adopted by the Board of Directors and Shareholders of Target on 7/29, 1999.

**ARTICLE 7.**

The laws of the jurisdiction of organization of Survivor permit the merger of Target with and into Survivor.

**ARTICLE 8.**

The merger of Target with and into Survivor has been authorized in compliance with the laws of the jurisdiction of organization of Survivor.

**ARTICLE 9.**

Survivor will continue its existence as the surviving corporation under its present name and shall be governed by the laws of the jurisdiction of organization of Survivor.

Dated: July 29, 1999.

**PARAMOUR ENTERTAINMENT, INC.,**  
a Florida corporation

By: Saga Stevin  
Saga Stevin  
Its President

Dated: July 29, 1999.

**PARAMOUR ENTERTAINMENT, INC.,**  
a Minnesota corporation

By: Saga Stevin  
Saga Stevin  
Its President

**EXHIBIT A**  
**PLAN OF MERGER**

The Plan of Merger was duly approved on July 29, 1999, by Unanimous Written Action of the Board of Directors and Shareholders of Paramour Entertainment, Inc., a Florida corporation ("Target") and by Unanimous Written Action of the Board of Directors and Shareholders of Paramour Entertainment, Inc., a Minnesota corporation ("Survivor").

**ARTICLE 1.**

Pursuant to the Florida Business Corporation Act and the Minnesota Business Corporation Act, Target shall be merged with and into Survivor, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation" and which shall continue to exist as surviving corporation under its present name, pursuant to the provisions of the Minnesota Business Corporation Act. The separate existence of Target, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Florida Business Corporation Act.

**ARTICLE 2.**

The Articles of Incorporation and Bylaws of Survivor, as of the effective date of the merger, shall be the Articles of Incorporation and the Bylaws of the surviving corporation, and shall continue in full force and effect until amended or changed as permitted by the provisions of the Minnesota Business Corporation Act.

**ARTICLE 3.**

The directors and officers in office of Survivor upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors, or until their tenure is other terminated in accordance with the Bylaws of the surviving corporation.

#### **ARTICLE 4.**

Saga Stevin is the sole shareholder of Target and Survivor. As a result of the merger, each issued share of the terminating corporation shall, upon the effective date of the merger, be canceled. 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 (1) issued share of the surviving corporation.

#### **ARTICLE 5.**

The Board of Directors and the proper officers of Target and of Survivor, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, expend any and all necessary funds, and to make, execute, deliver, file and/or record 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 provided for.