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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GRIME STOPPERS INTERNATIONAL, INC.

DOCUMENT NUMBER: P95000031929

The enclosed ~~Articles of Amendment~~ *Merger* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MS. KAREN DIAMOND

(Name of Contact Person)

CORPORATE RESTUCTURING CONSULTANTS, INC.

(Firm/ Company)

221 GOOLSBY BLVD.

(Address)

DEERFIELD BEACH, FL 33442

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

MS. KAREN DIAMOND

(Name of Contact Person)

at (954) 429-3001

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**PLAN AND ARTICLES OF MERGER
OF**

**IMAGICA ENTERTAINMENT, INC.
A FLORIDA CORPORATION**

INTO

**BROADCAST MARKETING GROUP, INC.
A FLORIDA CORPORATION**

FILED
05 MAR 31 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATIONS DO HERBY CERTIFY:

ARTICLES OF MERGER

ARTICLES OF MERGER (these "Articles") made and entered into as of February 24, 2005 by and between **Imagica Entertainment, Inc.**, a Florida corporation and **BROADCAST MARKETING GROUP, INC.**, A.K.A. Grime Stoppers International, Inc., a Florida corporation. These Articles are adopted pursuant to Florida Business Corporation Act. All of such laws expressly permit the merger described herein subject to and pursuant to all of the terms and conditions as set forth herein.

**ARTICLE I
SURVIVOR CORPORATION**

BROADCAST MARKETING GROUP, INC., the Florida Corporation, shall be the "Survivor Corporation".

**ARTICLE II
SHARES AUTHORIZED AND OUTSTANDING**

On the date of these Articles of Merger, **Imagica Entertainment, Inc.** (Florida) has authority to issue 50,000,000 shares of Common Stock with \$.001 par value, of which 10,623,559 common shares are issued and outstanding.

On the date of these Articles of Merger, **BROADCAST MARKETING GROUP, INC.** (Florida) has authority to issue 100,000,000 shares of Common Stock with \$.001 par value, of which 34,880,000 shares are issued and outstanding.

ARTICLE III SHAREHOLDER VOTE

On January 10, 2005, in a proxy meeting a majority of the shareholders entitled to vote on this action constituting the outstanding shares of **Imagica Entertainment, Inc.** (Florida) Common Stock approved the Agreement and Plan of Merger to merge **Imagica Entertainment, Inc.** (Florida) into **BROADCAST MARKETING GROUP, INC.** (Florida). Said number of votes 62.23% was sufficient for approval by the shareholders. The plan of merger was duly authorized by all action required by the laws under which it was incorporated and by its constituent documents.

On February 25, 2005 in a meeting held for the shareholders entitled to vote on the action, of the outstanding shares of **BROADCAST MARKETING GROUP, INC.** (Florida) Common Stock approved the Agreement and Plan of Merger to merge **Imagica Entertainment, Inc.** (Florida) into **BROADCAST MARKETING GROUP, INC.** (Florida). Said number of votes 90.20% was sufficient for approval by the shareholders. The plan of merger was duly authorized by all action required by the laws under which it was incorporated and by its constituent documents.

ARTICLE IV PLAN OF MERGER

The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving Corporation **BROADCAST MARKETING GROUP, INC.** (Florida). Said address is: 4525 Vineland Road Suite 107 Orlando, Florida 32811.

A copy of the Agreement and Plan of Merger will be furnished by the Survivor Corporation to any shareholder of any constituent corporation.

The terms of the Agreement and Plan of Merger are as follows:

(1) **Imagica Entertainment, Inc.** (Florida) shall be merged with and into **BROADCAST MARKETING GROUP, INC.** (Florida) and **BROADCAST MARKETING GROUP, INC.** (Florida) shall survive the merger ("Merger"), effective upon the date when the Agreement and Plan of Merger is made effective in accordance with applicable laws (the "Effective Date").

(2) *Governing Documents.* The Bylaws of **BROADCAST MARKETING GROUP, INC.** (Florida), in effect on the Effective Date, shall continue to be the Bylaws of **BROADCAST MARKETING GROUP, INC.** (Florida) as the Survivor Corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

(3) *Issuance of Additional Shares.* The Corporation at this time shall not issue any additional shares.

(4) *Reverse stock split restriction.* Subsequent to the change of control, the new Board of Directors of the Survivor Corporation shall agree not to effectuate a reverse stock split for a period of one year from the date of Closing.

(5) *Terms and Conditions of the Merger.*

(a) The terms and conditions of the merger are, and the manner and basis of converting shares of each corporation into shares of the surviving Corporation I are as follows: upon effectiveness of the merger, all outstanding common shares of **BROADCAST MARKETING GROUP, INC.** (Florida), (namely 34,880,000 shares) shall be retained and converted to approximately 34,880,000 common shares of **Imagica Entertainment, Inc.** (Florida) by its Transfer Agent on the basis of one (1) share of **BROADCAST MARKETING GROUP, INC.** common stock for one share of common stock of **Imagica Entertainment, Inc.** (Florida).

(b) **Imagica Entertainment, Inc.** has voted by 62.23% to reverse its 10,623,559 outstanding shares by two-hundred (200) to one (1).

(c) **Imagica Entertainment, Inc.**, has 10,623,559 shares of common stock outstanding, of which 62.23% were voted in favor of the merger by written consent effective January 10, 2005.

(d) The effective date of the merger shall be the date this document is filed and stamped with the Department of Corporations of the State of Florida.

(6) *Lockup Agreement.* There is no lockup agreement effective at this time.

(7) *Resignation of Officers and Directors.* Each of the current officers and directors of **Imagica Entertainment, Inc.** (Florida) shall have delivered to **BROADCAST MARKETING GROUP, INC.** (Florida) written resignations effective as of the effective date of the Merger (the "Effective Date").

(8) *Further Assurances.* From time to time, as and when required by the Survivor Corporation or by its successors and assigns, there shall be executed and delivered on behalf of **Imagica Entertainment, Inc.** (Florida) such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Survivor Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of **Imagica Entertainment, Inc.** (Florida), and otherwise to carry out the purposes of the Merger Agreement, and the officers and directors of the Survivor Corporation are fully authorized in the name and on behalf of **Imagica Entertainment, Inc.** (Florida) or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

(9) *Access to Documentation.* Prior to the merger, **Imagica Entertainment, Inc.** (Florida) and **BROADCAST MARKETING GROUP, INC.** (Florida) shall provide each other full access to their books and records, and shall furnish financial and operating data and such other information with respect to their business and assets as may

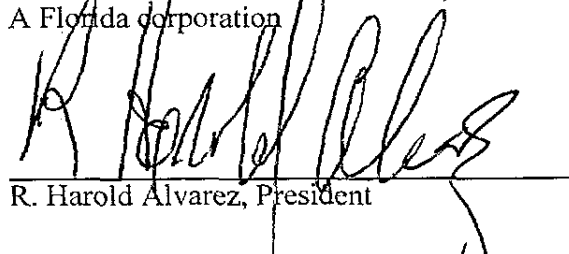
reasonably be requested from time to time. If the proposed transaction is not consummated, all parties shall keep confidential any information (unless ascertainable from public filings or published information) obtained concerning each others operations, assets and business.

(10) *Abandonment.* At any time before the effective Date, the Agreement and Plan of Merger and the Articles of Merger may be terminated and the merger may be abandoned by the Board of Directors of either **Imagica Entertainment, Inc.** (Florida) or **BROADCAST MARKETING GROUP, INC.** (Florida) or both, notwithstanding approval of the Agreement and Plan of Merger by the shareholders of **Imagica Entertainment, Inc.** (Florida) or the shareholders of **BROADCAST MARKETING GROUP, INC.** (Florida) or both.

IN WITNESS WHEREOF, these Articles of Merger, having first been duly approved by resolution of the Board of Directors of **Imagica Entertainment, Inc.** (Florida) and **BROADCAST MARKETING GROUP, INC.** (Florida) and their respective shareholders, is hereby executed on behalf of each of said two corporations by their respective officers thereunto duly authorized.

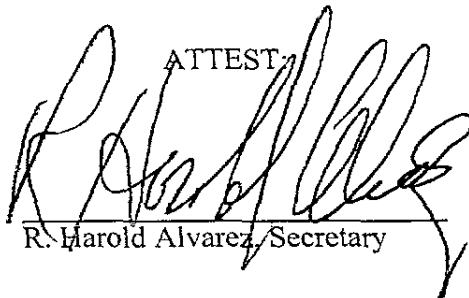
IMAGICA ENTERTAINMENT, INC.

A Florida corporation



R. Harold Alvarez, President

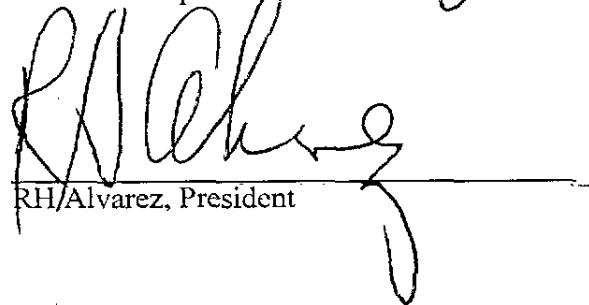
ATTEST:



R. Harold Alvarez, Secretary

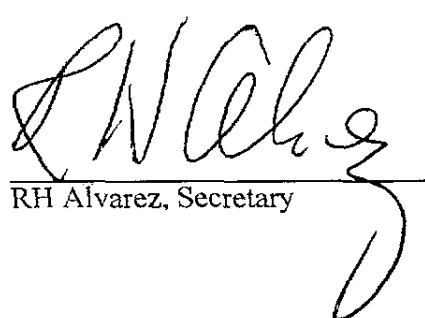
BROADCAST MARKETING GROUP, INC.

A Florida corporation



RH Alvarez, President

ATTEST:



RH Alvarez, Secretary

VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the President of **Imagica Entertainment, Inc.**, a Florida corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors by a majority of the stockholders of the corporation.

R. Harold Alvarez, President

State of)
)ss.
County of)

On the 30 day of March, 2005 personally appeared before me the President of **Imagica Entertainment, Inc.**, a Florida corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.

NOTARY PUBLIC

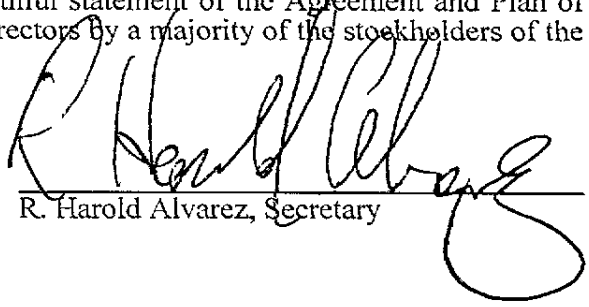
Address

My Commission Expires: 6/27/08



VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the Secretary of **Imagica Entertainment, Inc.**, a Florida corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors by a majority of the stockholders of the corporation.


R. Harold Alvarez, Secretary

State of)
)ss.
County of)

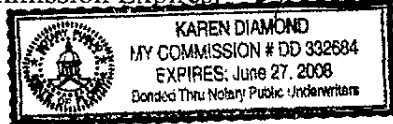
On the 30 day of March 2005, personally appeared before me the Secretary of **Imagica Entertainment, Inc.**, a Florida corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.


NOTARY PUBLIC

Address

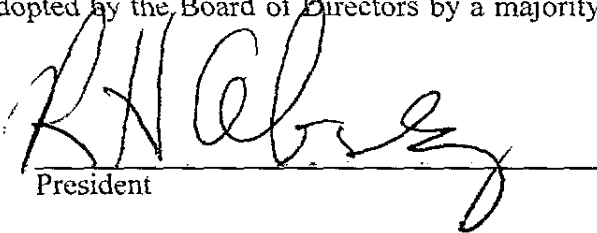
My Commission Expires: 6/27/08

SEAL



VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the President of **BROADCAST MARKETING GROUP, INC.**, a Florida corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors by a majority of the stockholders of the corporation.


President

State of)
)ss.
County of)

On the 30 day of March 2005, personally appeared before me the President of **BROADCAST MARKETING GROUP, INC.**, a Florida corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.


NOTARY PUBLIC

Address

My Commission Expires: 6/27/08

SEAL



VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the Secretary of **BROADCAST MARKETING GROUP, INC.**, a Florida corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors.

Secretary

State of)
)ss.
County of)

On the 30 day of March 2005, personally appeared before me the Secretary of **BROADCAST MARKETING GROUP, INC.**, a Florida corporation, the signer of the above instrument who duly acknowledged to me that she executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.

NOTARY PUBLIC

Address

My Commission Expires: 6/27/08

SEAL

