

JUN-28-1995 15:45 FROM EMPIRE CORP KIT T 17 JUN 24000 17 01

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 02-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H95000007226))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FOUNTAIN PIECE, INC.
FAX AUDIT NUMBER: H95000007226 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/28/1995 TIME REQUESTED: 15:55:32
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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6/29/95
RECEIVED
95 JUN 29 AM 8:01
DIVISION OF CORPORATIONS

H95000007226

ARTICLES OF INCORPORATION
OF
FOUNTAIN PIECE, INC.

6
JUN 29 11 51 AM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The Name of the Corporation is FOUNTAIN PIECE, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purpose for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporate under the Florida General Corporation Act, or engage in an other trade or business.

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

H95000007226

2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 7,500 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The mailing address of the Corporation is 1080 N. Delaware Avenue, Suite 506, Philadelphia, PA 19125.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

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ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 28th day of June, 1995.


Stewart A. Merkin

H95000007226

STATE OF FLORIDA)

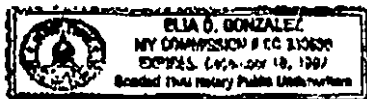
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18th day of June, 1995.

[Signature]
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



H95000007226

H95000007226

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


FOUNTAIN PIECE, INC.

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin

DATE:

June 15, 1995

H95000007226

H95000007226

P95000050717



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

FOUNTAIN PIECE, a California corporation, not qualified in Florida

INTO

FOUNTAIN PIECE, INC., a Florida corporation, P95000050717

File date: January 18, 1996

Corporate Specialist: Linda Stitt

P95000050717

MERKIN, LEVIN & IGLESIAS
ATTORNEYS AT LAW
HIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

STEWART A. MERKIN
SHELLIE SACHS LEVIN
MANUEL E. IGLESIAS

TEL.: (305) 358-5800
FAX: (305) 358-2490

January 16, 1996

Via Federal Express

Secretary of State
Division of Corporations
State of Florida
409 E. Gains Street
Tallahassee, Florida 32399

Re: Articles of Merger

100001691811
-01/18/96--01046--001
****980.00 ****122.50

Dear Sir:

I have enclosed Articles of Merger together with a copy of the Plan and Agreement of Merger for the following corporations:


1. AJF Corporation
2. Atlantic Promotions
3. Capitol Classics
4. Escape Project, Inc.
5. Fountain Piece
6. Renaissance Collection
7. Rogue Marble Productions, Inc.
8. Saber Venture, Inc.

FILED
96 JAN 18 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In addition, I have enclosed my check in the amount of \$980.00 covering the filing fees and a certified copy of each of the filings.

If you require any additional information, please let me know.

Very truly yours,


Stewart A. Merkin
SAM:ecg
encls.

*Corporation
Florida*

ARTICLES OF MERGER OF
Fountain Piece
a California corporation

INTO

Fountain Piece, Inc.
a Florida corporation

Pursuant to FSA § 607.1105, the corporations described herein,
desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is:

Fountain Piece, Inc.

The name of the surviving corporation has not been changed as a
result of the merger.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated
in Florida on June 29, 1995.

ARTICLE III

The name of the nonsurviving corporation is:

Fountain Piece

The state of domicile of the nonsurviving corporation is
California.

The date of incorporation of the nonsurviving corporation is
October 16, 1991.

ARTICLE IV

The Plan of Merger containing the information required by FSA
§ 607.1101 is attached as Exhibit A, which is attached hereto and
made a part hereof.

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96 JAN 18 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

The merger was approved by the shareholders on June 30, 1995. The number of votes cast for the merger was sufficient for approval.

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

The merger was approved by the shareholders on June 30, 1995. The number of votes cast for the merger was sufficient for approval.

ARTICLE VII

These Articles of Merger are effective as of June 30, 1995.

Date: 6-30-95

Fountain-Piece, Inc., A Florida corporation

By: Anthony J. Filiti
Anthony Filiti, Vice President

Date: 6-30-95

Fountain Piece, a California corporation

By: Anthony J. Filiti
Anthony Filiti, Vice President

**PLAN AND AGREEMENT OF MERGER
OF**

**Fountain Piece
a California corporation**

AND

**Fountain Piece, Inc.
a Florida corporation**

FILED
95 JAN 18 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER entered into on June 30, 1995 by Fountain Piece, a business corporation of the State of California ("Disappearing Corporation"), and approved by resolution adopted by its Board of Directors on said date, and entered into on June 30, 1995 by Fountain Piece, Inc., a business corporation of the State of Florida ("Surviving Corporation"), and approved by resolution adopted by its Board of Directors on said date.

RECITALS:

A. Disappearing Corporation is a business corporation of the State of California with its registered office therein located at 150 S. Rodeo Drive, Third Floor, Beverly Hills, California 90212; and

B. The total number of shares of stock which Disappearing Corporation has authority to issue is 25,000, all of which are of one class and without par value; and

C. Surviving Corporation is a business corporation of the State of Florida with its registered office therein located at 444 Brickell Avenue, Suite 300, Miami, Florida 33131; and

D. The total number of shares of stock which Surviving Corporation has authority to issue is 7,500, all of which are of one class and of a par value of \$1.00 each; and

E. The Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

F. The California General Corporation Law permits the merger of a business corporation of the State of California with and into a business corporation of another jurisdiction; and

G. Disappearing Corporation and Surviving Corporation and the respective Board of Directors thereof deem it advisable and to the advantage, welfare, and best interest of said corporations and their respective stockholders to merge Disappearing Corporation with an into Surviving Corporation pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Disappearing Corporation and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Surviving Corporation and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Disappearing Corporation and Surviving Corporation shall, pursuant to the provisions of the General Corporation Law of the State of California and of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Surviving Corporation, which shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Disappearing Corporation shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of California.

2. Attached hereto and made a part hereof is a copy of the Articles of Incorporation which shall continue to be the Articles of Incorporation of Surviving Corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of Surviving Corporation will be the by-laws of Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of Surviving Corporation.

5. (a) Surviving Corporation. The shares of the Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger, but shall remain outstanding as shares of Surviving Corporation.

(b) Disappearing Corporation. The shares of Disappearing Corporation outstanding on the Effective Date shall be cancelled, and no shares of Surviving Corporation shall be issued in exchange therefor.

6. Surviving Corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Disappearing Corporation, as well as for enforcement of any obligation of Surviving Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address within the State of Florida to which a copy of such process shall be mailed by the Secretary of State of the State of Florida:

Stewart A. Merkin, Esq.
444 Brickell Avenue, Suite 300
Miami, Florida 33131

7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of Disappearing Corporation in accordance with the provisions of the General Corporation Law of the State of California and upon behalf of Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of California and Florida, and that they will cause to be performed all necessary acts within the States of California and Florida and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of Disappearing Corporation and of Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 and Agreement of Merger or of the merger herein provided for.

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed shall become effective in the State of Florida, shall be June 30, 1995.

10. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Florida or at any time prior to the filing of any requisite merger documents with the Secretary of State of California as provided by law.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: June 30, 1995.

Fountain Piece, a California corporation

By: 
Anthony Filitti

Title: Vice President

Fountain Piece, Inc., a Florida corporation

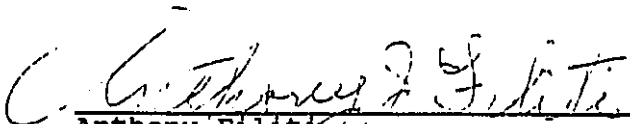
By: 
Anthony Filitti

Title: Vice President

CERTIFICATE OF SECRETARY OF FOUNTAIN PIECE

The undersigned, being the Secretary of Fountain Piece, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of California, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: 6/30, 1995.



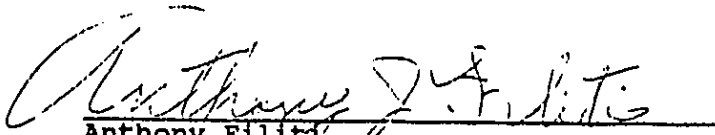
Anthony Filitti,
Secretary of Fountain Piece, a
California corporation

CERTIFICATE OF SECRETARY OF FOUNTAIN PIECE, INC.

The undersigned, being the Secretary of Fountain Piece, Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of Florida, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: _____

6/30, 19 95.


Anthony Filitti,
Secretary of Fountain Piece, Inc.,
a Florida corporation

ARTICLES OF INCORPORATION

OF

FOUNTAIN PIECE, INC.

ARTICLE I.

NAME

The Name of the Corporation is FOUNTAIN PIECE, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 7,500 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The mailing address of the Corporation is 1080 N. Delaware Avenue, Suite 506, Philadelphia, PA 19125.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX.

INDEMNIFICATION


The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 18th day of June, 1995.




Stewart A. Merkin

STATE OF FLORIDA)

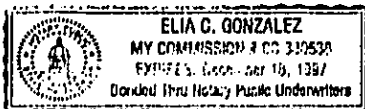
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18th day of June, 1995.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FOUNTAIN PIECE, INC.

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

Stewart A. Merkin

DATE: June 15, 1995

Document Number Only

P95000050717

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

500002050145--3
-01/08/97--01026--005
*****70.00 *****70.00

500002050145--3
-01/08/97--01026--005
*****52.50 *****52.50

EFFECTIVE DATE

12/27/96

Fountain Piece, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 24 PM 1:18

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☐ Amendment
☐ Dissolution/Withdrawal
☒ Merger
☐ Mark
☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Reservation
☐ Change of R.A.
☐ Fictitious Name Filing
☒ Certified Copy
☐ Photo Copies
☐ CUS
☐ Call When Ready
☒ Walk In
☐ Mail Out
☐ Call if Problem
☐ Will Wait
☐ After 4:30
☒ Pick Up

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OVERPAYMENT
TOTAL 122.50

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

12/24
merger sp
12/26/96
sp

P95000050717

ARTICLES OF MERGER
Merger Sheet

MERGING:

FOUNTAIN PIECE, INC., a FL Corp., #P95000050717

INTO

FOUNTAIN PIECE, INC.. a Nevada corporation not qualified in Florida

File date: December 24, 1996, effective December 27, 1996

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
OF

FOUNTAIN PIECE, INC.,
a Florida corporation

WITH AND INTO

FOUNTAIN PIECE, INC.,
a Nevada corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 24 PM 1:18

EFFECTIVE DATE

12/27/96

Pursuant to the Florida Business Corporation Act
and
Title 7 of the Nevada Revised Statutes

FOUNTAIN PIECE, INC., a Florida corporation ("Florida Fountain"), desires to merge with and into FOUNTAIN PIECE, INC., a Nevada corporation ("Nevada Fountain"). In connection therewith, the undersigned DO HEREBY CERTIFY as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
FOUNTAIN PIECE, INC.	Florida
FOUNTAIN PIECE, INC.	Nevada

SECOND: That the merger of Florida Fountain with and into Nevada Fountain (the "Merger") is permitted by the laws of the state under which each constituent corporation is incorporated.

THIRD: That a Plan and Agreement of Merger (a copy of which is attached hereto and made a part hereof) has been duly

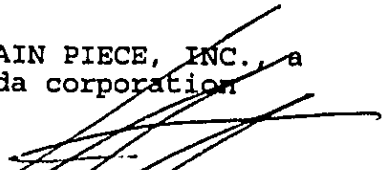
adopted and unanimously approved by the shareholders of each of the constituent corporations as of December 19, 1996.

FOURTH: That Nevada Fountain is the surviving corporation.

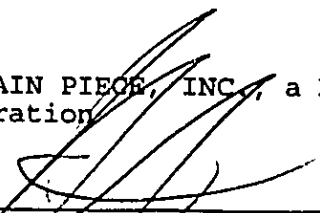
FIFTH: That the Merger shall be effective as of the close of business on December 27, 1996.

IN WITNESS WHEREOF, the Boards of Directors of Florida Fountain and Nevada Fountain have each caused these Articles of Merger to be executed by an authorized officer this 19th day of December, 1996.

FOUNTAIN PIECE, INC., a
Florida corporation

By: 
Name: Sylvester Stallone
Its: President

FOUNTAIN PIECE, INC., a Nevada
corporation

By: 
Name: Sylvester Stallone
Its: President and Secretary

**PLAN AND AGREEMENT
OF MERGER BETWEEN**

FOUNTAIN PIECE, INC.
a Florida corporation

AND

FOUNTAIN PIECE, INC.
a Nevada corporation

THIS PLAN AND AGREEMENT OF MERGER, dated as of the 19th day of December, 1996, by and among FOUNTAIN PIECE, INC., a Florida corporation ("Florida Fountain"), and FOUNTAIN PIECE, INC., a Nevada corporation ("Nevada Fountain"), providing that Florida Fountain shall merge with and into Nevada Fountain, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act and Title 7 of the Nevada Revised Statutes, effective as of the close of business on December 27, 1996, (the "Merger").

WHEREAS, Florida Fountain, is a Florida corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, Nevada Fountain, is a Nevada corporation with its principal place of business at 1325 Airmotive Way, Suite 130, Reno Nevada 89502;

WHEREAS, the aggregate number of shares that Florida Fountain is authorized to issue is 7,500 shares at \$1.00 par (the "Florida Fountain Stock"), of which 100 shares are outstanding;

WHEREAS, the aggregate number of shares that Nevada Fountain is authorized to issue is 10,000 shares at \$0.01 par (the "Nevada Fountain Stock"), of which 100 shares are outstanding;

WHEREAS, all of the outstanding shares of Florida Fountain and Nevada Fountain are owned by the same individual;

WHEREAS, the Florida Business Corporation Act and Title 7 of the Nevada Revised Statutes permit the merger of a business corporation of the State of Florida with and into a business corporation of the State of Nevada; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one Surviving Cor-

poration, which shall be FOUNTAIN PIECE, INC., a Nevada corporation and which shall continue to exist under its present name pursuant to Title 7 of the Nevada Revised Statutes.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida and the laws of the State of Nevada, do hereby agree to and adopt the following:

ARTICLE I

1.1 Names of Constituent Corporations.

Name of Disappearing Corporation	FOUNTAIN PIECE, INC., a Florida corporation
Name of Surviving Corporation	FOUNTAIN PIECE, INC., a Nevada corporation

1.2 The Merger; Effect of Merger. At the Effective Time (as defined in Section 1.3 below), Florida Fountain shall be merged with and into Nevada Fountain, the separate existence of Florida Fountain shall cease, and Nevada Fountain, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Nevada.

1.3 Effective Time. The Effective Time of the Merger shall be as of the close of business on December 27, 1996.

1.4 Rights and Obligations of the Surviving Corporation. At the Effective Time, in accordance with the applicable laws of the Florida Business Corporation Act and Title 7 of the Nevada Revised Statutes, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of Florida Fountain; and all property and assets of Florida Fountain shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of Florida Fountain.

1.5 Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Florida Fountain, as well as enforcement of any obligation of the Surviving Corporation arising from the Merger, and hereby appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceeding. The

address within the State of Nevada to which a copy of such process shall be mailed by the Secretary of State of the State of Florida is:

Janice George
1325 Airmotive Way, Suite 130
Reno, Nevada 89502

ARTICLE 2

2.1 Nevada Fountain Stock. At the Effective Time, each share of Nevada Fountain Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$0.01 par value, of the Surviving Corporation. No shares of Nevada Fountain Stock shall be issued to the shareholders of Florida Fountain or to any other person in connection with the Merger.

2.2 No Conversion. Since all of the common stock of both Florida Fountain and Nevada Fountain is owned by the same individual, upon consummation of the Merger, no conversion of the issued and outstanding Florida Fountain Stock into Nevada Fountain Stock is necessary.

2.3 Surrender of Florida Fountain Stock Certificates. At the Effective Time, no actual surrender of certificates representing shares of Florida Fountain Stock is required; instead, from and after the Effective Time all such certificates shall be deemed for all purposes surrendered and canceled. Because all of the common stock of both Florida Fountain and Nevada Fountain is owned by the same individual, no consideration shall be given or paid for the surrender of the Florida Fountain Stock.

2.4 Closing of Florida Fountain Transfer Book. From and after the Effective Time, the stock transfer books of Florida Fountain shall be closed and no transfer of shares of Florida Fountain Stock shall thereafter be made.

ARTICLE 3

3.1 Nevada Fountain Articles of Incorporation. The Articles of Incorporation of Nevada Fountain in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

3.2 Nevada Fountain Bylaws. The Bylaws of Nevada Fountain in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

3.3 Nevada Fountain Board of Directors. The membership of the Board of Directors of Nevada Fountain in effect immediately prior to the Effective Time shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and seated and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

ARTICLE 4

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Plan and Agreement of Merger prior to the filing of the Articles of Merger with the respective Secretaries of State; provided, however, that an amendment made subsequent to the adoption of this Plan and Agreement of Merger by the shareholders of Florida Fountain and Nevada Fountain shall be subject to the limitations specified in the Florida Business Corporation Act and Title 7 of the Nevada Revised Statutes.

4.2 Termination. This Plan and Agreement of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the respective Secretaries of State, whether before or after adoption of this Plan and Agreement of Merger by the shareholders of Florida Fountain or Nevada Fountain, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

4.3 Condition to Merger. The respective obligations of each party to effect the Merger shall be subject to the Boards of Directors of Florida Fountain and Nevada Fountain submitting the terms of this Plan and Agreement of Merger to their shareholders for requisite approval, and obtaining such approval at or prior to the Effective Time.

4.4 Filing of Articles of Merger. After obtaining such approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

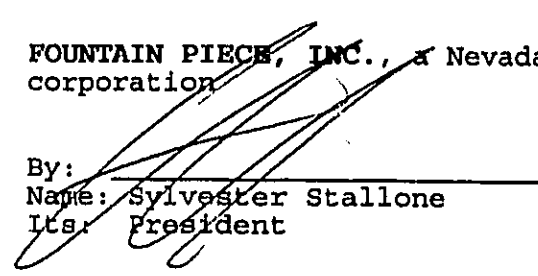
IN WITNESS WHEREOF, Florida Fountain and Nevada Fountain have caused this Plan and Agreement of Merger to be executed in

their corporate names by their respective officers this 19th day
of December, 1996.

FOUNTAIN PIECE, INC., a
Florida corporation

By: 
Name: Sylvester Stallone
Its: President

FOUNTAIN PIECE, INC., a Nevada
corporation

By: 
Name: Sylvester Stallone
Its: President

P95000050719
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Fountain Piece, Inc. EIN or SS#: 95-4345099

Address: c/o Byrd F. Marshall, Jr., Esquire

Gray, Harris & Robinson, P.A., 201 E. Pine St., Ste 1200
Orlando, FL 32802

Amount: \$173.75 Date Paid _____

Reason for claim: Corp. Merged, no AIR required. P95000050719
SEP 5/7/97

Certified true and correct this 12th day of May, 19 97.

Signature Richard A. Rodgers Richard A. Rodgers

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>173.75</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. <u>95113 062</u> dated <u>04-21-97</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT:	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)