



SCHOTTENSTEIN ZOX & DUNN  
a legal professional association

P96 000003471

SHARON K. FERGUSON  
CORPORATE PARALEGAL  
614/462-4940  
E-MAIL: SFERGUSON@SZD.COM

December 28, 2000

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

200003530342--7  
-01/10/01--01001--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: MERGER

Surviving Entity: Excellent Pictures & Words, Incorporated, an Ohio corporation  
Merging Corporation: E.P. & W. Distributors, Inc., a Florida corporation

To Whom It May Concern:

Please file the enclosed Articles of Merger regarding the above entities. The Agreement and Plan of Merger is attached. A check is enclosed for \$70.00 for the filing fees. Also enclosed is a copy of these documents; please time-stamp this copy and return it in the enclosed self-addressed, stamped envelope. The original documents may be returned to me at the following address:

Sharon K. Ferguson  
Schottenstein, Zox & Dunn  
41 South High Street  
Suite 2600  
Columbus, OH 43215-6106

If you have any questions, please do not hesitate to contact me at (614) 462-4940.

Sincerely,

Sharon K. Ferguson  
Corporate Paralegal

SKF:hn  
Enclosures  
cc: Kevin R. Fease, Esq.

FILED  
00 DEC 29 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
T. LEWIS JAN 3 2001

(H0042856.1)



SCHOTTENSTEIN ZOX & DUNN  
*a legal professional association*

SHARON K. FERGUSON  
CORPORATE PARALEGAL

614/462-4940  
E-MAIL: SPERGUSON@SZD.COM

January 8, 2001

Ms. Thelma Lewis  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

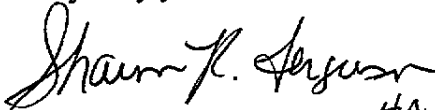
**VIA FEDERAL EXPRESS**

Dear Ms. Lewis:

Per our phone conversation on January 3, please find enclosed a check for \$70.00.

If you have any questions, please don't hesitate to contact me.

Very truly yours,

  
Sharon K. Ferguson  
Corporate Paralegal

SKF:hn  
Enclosure



www.SZD.com

Columbus  
Cleveland  
Cincinnati

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

E. P. & W. DISTRIBUTORS, INC., a Florida corporation, P96000003471.

INTO

**EXCELLENT PICTURES & WORDS, INCORPORATED**, an Ohio corporation  
not qualified in Florida.

File date: December 28, 2000

Corporate Specialist: Thelma Lewis

## **ARTICLES OF MERGER**

**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Excellent Pictures &amp; Words, Incorporated</u>	<u>Ohio</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>E.P. &amp; W. Distributors, Inc.</u>	<u>Florida</u>
<u>Excellent Pictures &amp; Words, Incorporated</u>	<u>Ohio</u>
_____	_____
_____	_____
_____	_____

**Third:** The Plan of Merger is attached.

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

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 December 20, 2000.

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

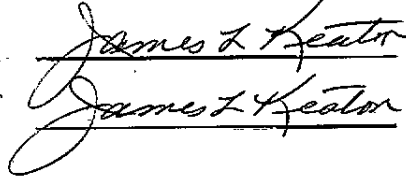
**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 20, 2000.

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)*

FILED  
 00 DEC 29 PM 12:21  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**Name of CorporationSignatureTyped or Printed Name of Individual & TitleExcellent Pictures &  
Words, IncorporatedE.P. & W.  
Distributors, Inc.

James L. Keaton, President

James L. Keaton, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made by and between Excellent Pictures & Words, Incorporated, an Ohio corporation ("Excellent"), and E.P. & W. Distributors, Inc., a Florida corporation ("E.P. & W."), this 26 day of December, 2000.

### BACKGROUND INFORMATION

A. As of the date hereof, there are four (4) shareholders of Excellent, who own the following number of shares:

<u>Shareholder</u>	<u>Shares</u>	<u>Percentage</u>
Theodore Gaswirth	9	10.34%
James L. Keaton	20	22.99%
Michael F. Moran	53	60.92%
Shawn Moran	<u>5</u>	<u>5.75%</u>
Total	87	100.0%

B. As of the date hereof, there are two (2) shareholders of E.P. & W., who own the following number of shares:

<u>Shareholder</u>	<u>Shares</u>	<u>Percentage</u>
Theodore Gaswirth	166 2/3	33.33%
Michael F. Moran	<u>333 1/3</u>	<u>66.67%</u>
Total	500	100.0%

C. Chapter 1701 of the Ohio Revised Code ("ORC") and Chapter 607 of the Florida Business Corporation Act ("FBCA") permit a merger of a Florida corporation with and into an Ohio corporation.

D. All the shareholders and directors of Excellent and E.P. & W. have approved the merger of E.P. & W. with and into Excellent on the terms and conditions set forth herein.

### PROVISIONS

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and provisions set forth herein, the parties hereto agree as follows:

1. **Form of Entities.** Excellent is a corporation existing under Chapter 1701 of the ORC and E.P. & W. is a corporation existing under Chapter 607 of the FBCA.

2. **The Merger.** Subject to the terms and conditions of this Agreement and in accordance with the provisions of Section 1701.78 of the ORC and Section 607.1101 of the FBCA, E.P. & W. shall be merged with and into Excellent ("Merger") on the Effective Date (as defined in Section 7).

3. **Effect of Merger.** As a result of the Merger:

- (a) all shares of E.P. & W. shall on the Effective Date cease to exist; and
- (b) the shareholders of E.P. & W. shall receive one (1) share of Excellent for every one hundred sixty-six and two-thirds ( $166 \frac{2}{3}$ ) shares of E.P. & W. they held prior to the Merger.

4. **Surviving Entity.** Following the Merger, Excellent will continue as the surviving entity, and the separate existence of E.P. & W. will cease. Excellent shall possess all the rights, privileges, immunities, powers, purchases and franchises of E.P. & W. and Excellent, and shall be subject to all of the liabilities of E.P. & W. and Excellent.

5. **Approval of Merger.** As a condition to the consummation of the Merger, this Agreement will be submitted to the shareholders and directors of both Excellent and E.P. & W. for their adoption or rejection in the manner prescribed by Section 1701.78 of the ORC and Section 607.1101 of the FBCA.

6. **Abandonment of Merger; Nonmaterial Changes.** Notwithstanding anything to the contrary contained herein, the Merger may be terminated and abandoned at any time prior to the filing of the Certificate of Merger with the Ohio Secretary of State and the Articles of Merger and Plan of Merger with the Florida Secretary of State by the shareholders of Excellent or E.P. & W., if they deem the Merger undesirable or inadvisable for any reason whatsoever. The shareholders of Excellent or E.P. & W. may consent to any amendments or changes required by any governmental authority of the State of Ohio or the State of Florida which they deem necessary or advisable to consummate this Merger.

7. **Effective Date.** If this Agreement is not terminated or abandoned as permitted by the provisions hereof, then the Merger shall be effective upon the later filing of the Certificate of Merger with the Ohio Secretary of State or the Articles of Merger and Plan of Merger with the Florida Secretary of State (the "Effective Date").

[Signatures appear on following page.]

IN WITNESS WHEREOF, the undersigned have executed this Agreement on the day and year first above written.

EXCELLENT PICTURES & WORDS,  
INCORPORATED,  
an Ohio corporation

By: James L. Keaton  
James L. Keaton, President

E.P. & W. DISTRIBUTORS, INC.,  
a Florida corporation

By: James L. Keaton  
James L. Keaton, President