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Division of Corporations
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MERGER OR SHARE EXCHANGE

ICE MAGIC HOLDINGS, INC.

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December 31, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ICE MAGIC HOLDINGS, INC.
11124 SATELLITE BLVD
ORLANDO, FL 32837-7220

SUBJECT: ICE MAGIC HOLDINGS, INC.
REF: P96000024510

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Sylvia Gilbert
Regulatory Specialist II

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ARTICLES OF MERGER OF
ICE MAGIC, INC. and ICE MAGIC-ORLANDO, INC.
WITH AND INTO
ICE MAGIC HOLDINGS, INC.

2007 DEC 31 PM 3: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Ice Magic, Inc., a Florida corporation, and Ice Magic-Orlando, Inc., a Florida corporation, with and into Ice Magic Holdings, Inc., a Florida corporation, with Ice Magic Holdings, Inc. being the surviving corporation, is set forth in Exhibit A attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the Board of Directors of each corporation by resolutions adopted by Written Consents dated effective as of December 31, 2007.

ARTICLES III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be December 31, 2007.

DATED effective as of December 31, 2007.

ICE MAGIC, INC.

By: William L. Whidden
William L. Whidden, President

ICE MAGIC-ORLANDO, INC.

By: William L. Whidden
William L. Whidden, President

ICE MAGIC HOLDINGS, INC.

By: William L. Whidden
William L. Whidden, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of December, 2007, by WILLIAM L. WHIDDEN, as President of ICE MAGIC, INC., a Florida corporation, ICE MAGIC-ORLANDO, INC., a Florida corporation, and ICE MAGIC HOLDINGS, INC., a Florida corporation, on behalf of said corporations. Said person (check one): ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____

Print Name: Stephen R. Looney

Notary Public, State of _____

Commission No.: _____

My Commission Expires: _____

STEPHEN R. LOONEY
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00236323
EXPIRES 11/09/2007
BOUNDED THRU 11-09-2007-RV1

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(00394901)

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EXHIBIT A

**PLAN OF MERGER
OF
ICE MAGIC, INC. and ICE MAGIC-ORLANDO, INC.
WITH AND INTO
ICE MAGIC HOLDINGS, INC.**

1. ICE MAGIC, INC., a Florida corporation ("Ice Magic"), and ICE MAGIC-ORLANDO, INC., a Florida corporation ("Ice Magic-Orlando"), shall each merge with and into ICE MAGIC HOLDINGS, INC., a Florida corporation ("Ice Magic Holdings"), with Ice Magic Holdings as the surviving corporation.

2. Upon the consummation of the merger of Ice Magic and Ice Magic-Orlando with and into Ice Magic Holdings, the separate existence of Ice Magic and Ice Magic-Orlando shall cease. Ice Magic Holdings, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Ice Magic Holdings shall not be affected by the merger and upon the merger, Ice Magic Holdings, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Ice Magic and Ice Magic-Orlando prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Ice Magic and Ice Magic-Orlando shall be preserved and remain unimpaired by the merger, all liens upon the properties of Ice Magic and Ice Magic-Orlando shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Ice Magic and Ice Magic-Orlando shall henceforth attach to Ice Magic Holdings and may be enforced against Ice Magic Holdings to the same extent as if such obligations and duties have been incurred by Ice Magic Holdings. Additionally, any existing claim or action or proceeding pending by or against Ice Magic, Ice Magic-Orlando or Ice Magic Holdings may be continued as if the merger did not occur or Ice Magic Holdings may be substituted in such proceedings for Ice Magic and Ice Magic-Orlando.

3. The manner and basis of converting the shares of Ice Magic, Ice Magic-Orlando and Ice Magic Holdings into shares of Ice Magic Holdings are as follows:

On the effective date of the merger, each share of common stock, \$1.00 par value, of Ice Magic Holdings issued and outstanding immediately prior to the merger shall remain outstanding, and each share of common stock, \$1.00 par value, of Ice Magic issued and outstanding immediately prior to the merger, and each share of common stock, \$1.00 par value, of Ice Magic-Orlando issued and outstanding prior to the merger, shall be cancelled and all certificates representing such shares of stock shall be cancelled.

4. The Articles of Incorporation of Ice Magic Holdings in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Ice Magic Holdings.

5. The Bylaws of Ice Magic Holdings in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Bylaws of Ice Magic Holdings.

6. The effective date of the merger shall be December 31, 2007.

7. The transactions described in this Plan of Merger are intended to qualify as a tax free transaction by reason of Ice Magic and Ice Magic-Orlando constituting qualified subchapter S subsidiaries under Section 1361(b)(3)(B) of the Internal Revenue Code of 1986, as amended, immediately prior to the merger into Ice Magic Holdings, which owns 100% of the outstanding stock of Ice Magic and Ice Magic-Orlando.

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