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DEAN MEAD ORLANDO

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Page 1 of 1

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MERGER OR SHARE EXCHANGE
Ice Magic Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

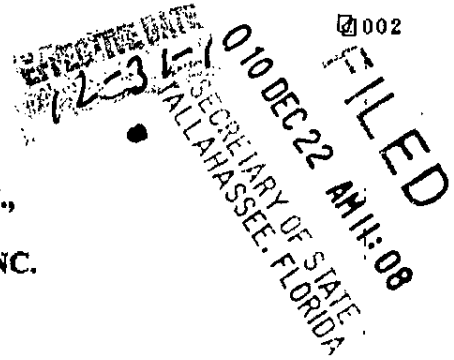
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**ARTICLES OF MERGER OF
ICE MAGIC FRANCHISING, INC.,
SATELLITE ICE HOUSE, INC.
AND BILL WHIDDEN DESIGNS, INC.
WITH AND INTO
ICE MAGIC HOLDINGS, INC.**

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 Franchising, Inc., a Florida corporation, Satellite Ice House, Inc., a Florida corporation, and Bill Whidden Designs, 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, 2010.

ARTICLES III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be December 31, 2010.

DATED effective as of December 31, 2010

ICE MAGIC FRANCHISING, INC.

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

SATELLITE ICE HOUSE, INC.

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

BILL WHIDDEN DESIGNS, INC.

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

ICE MAGIC HOLDINGS, INC.

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

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of December, 2010, by WILLIAM L. WHIDDEN, as President of ICE MAGIC FRANCHISING, INC., President of SATELLITE ICE HOUSE, INC., President of BILL WHIDDEN DESIGNS, INC., and President of ICE MAGIC HOLDINGS, INC., 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: _____



CAROLYN T. THOMPSON
MY COMMISSION # DD 774910
EXPIRES: May 10, 2012
Bordered Title Budget Notary Services

Carolyn T. Thompson
Print Name: Carolyn T. Thompson
Notary Public, State of Florida
Commission No.: DD 774910
My Commission Expires: May 10, 2012

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EXHIBIT A

**PLAN OF MERGER
OF
ICE MAGIC FRANCHISING, INC.,
SATELLITE ICE HOUSE, INC.
AND BILL WHIDDEN DESIGNS, INC.
WITH AND INTO
ICE MAGIC HOLDINGS, INC.**

1. **ICE MAGIC FRANCHISING, INC.**, a Florida corporation ("Franchising"), **SATELLITE ICE HOUSE, INC.**, a Florida corporation ("Satellite"), and **BILL WHIDDEN DESIGNS, INC.**, a Florida corporation ("Designs"), shall merge with and into **ICE MAGIC HOLDINGS, INC.**, a Florida corporation ("Holdings"), with **ICE MAGIC HOLDINGS, INC.** as the surviving corporation.

2. Upon the consummation of the merger of Franchising, Satellite and Designs with and into Holdings, the separate existence of Franchising, Satellite and Designs shall cease. 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 Holdings shall not be affected by the merger and upon the merger, 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 Franchising, Satellite and Designs 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 Franchising, Satellite and Designs shall be preserved and remain unimpaired by the merger, all liens upon the properties of Franchising, Satellite and Designs shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Franchising, Satellite and Designs shall henceforth attach to Holdings and may be enforced against Holdings to the same extent as if such obligations and duties have been incurred by Holdings. Additionally, any existing claim or action or proceeding pending by or against Franchising, Satellite, Designs or Holdings may be continued as if the merger did not occur or Holdings may be substituted in such proceedings for Franchising, Satellite and/or Designs.

3. The manner and basis of converting the shares of Franchising, Satellite and Designs into shares of Holdings are as follows:

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

4. The Articles of Incorporation of 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 Holdings.

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5. The Bylaws of 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 Holdings.

6. The effective date of the merger shall be December 31, 2010.

7. The transactions described in this Plan of Merger are intended to qualify as a tax free reorganization by reason of Sections 368(a)(1)(A) and (D), Section 354 and Section 361 of the Internal Revenue Code of 1986, as amended, as well as by reason of Franchising constituting a qualified subchapter S subsidiary of Holdings under Section 1361(b)(3)(B) of the Internal Revenue Code of 1986, as amended, immediately prior to the merger into Holdings.