

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P96000040395

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

300003510383--4
-12/21/00--01049--019
*****78.75 *****78.75

DATE:

12-21-00

REF. #:

0276. 13996

CORP. NAME:

Magic Fingers of America, Inc

() ARTICLES OF INCORPORATION

() ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS NAME

() FOREIGN QUALIFICATION

() LIMITED PARTNERSHIP

() LIMITED LIABILITY

() REINSTATEMENT

(X) MERGER

() WITHDRAWAL

() CERTIFICATE OF CANCELLATION

() UCC-1

() UCC-3

() OTHER:

STATE
TALLAHASSEE, FLORIDA

00 DEC 21 PM 2:53

FILED

STATE FEES PREPAID WITH CHECK# 9674 FOR \$ 98.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

00 DEC 21 AM 11:30

RECEIVED

COST LIMIT: \$

PLEASE RETURN:

(X) CERTIFIED COPY

() CERTIFICATE OF GOOD STANDING

() PLAIN STAMPED COPY

() CERTIFICATE OF STATUS

Examiner's Initials

Merger
12-21-00
PHS

ARTICLES OF MERGER
Merger Sheet

MERGING:

MAGIC FINGERS OF AMERICA, INC., a Florida corporation, P96000040395

INTO

MAGIC FINGERS OF AMERICA, INC., a California corporation not qualified in
Florida

File date: December 21, 2000

Corporate Specialist: Doug Spitler

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>
Magic Fingers of America, Inc.	California

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Magic Fingers of America, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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 November 16, 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 November 16, 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 21 PM 2:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Magic Fingers of
America, Inc., a
California corporation

Albert H. Robben

Albert H. Robbins, President

Magic Fingers of
America, Inc., a
Florida corporation.

Albert H. Roberts

Albert H. Robbins, President

AGREEMENT AND PLAN OF MERGER
BETWEEN
MAGIC FINGERS OF AMERICA, INC.,
A CALIFORNIA CORPORATION,
AND
MAGIC FINGERS OF AMERICA, INC.,
A FLORIDA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is entered into as of this 26 day of November 2000 by and between Magic Fingers of America, Inc., a Florida corporation ("Merging Corporation"), and Magic Fingers of America, Inc., a California corporation ("Surviving Corporation").

1. Merging Corporation is authorized to issue 100,000 shares of common stock, par value \$0.01 per share (the "Merging Corporation Common Stock"). As of the date hereof, there are 100 shares of Merging Corporation Common Stock outstanding.
2. Surviving Corporation is authorized to issue 1,000 shares of common stock, no par value per share (the "Surviving Corporation Common Stock"). As of the date hereof, fifty (50) shares of Surviving Corporation Common Stock are outstanding.
3. Merging Corporation shall be merged with and into Surviving Corporation (the "Merger") in accordance with the California General Corporation Law and the Florida General Corporation Act and on the terms and conditions hereinafter set forth. At the Effective Time of the Merger (as hereinafter defined), the separate existence of Merging Corporation shall cease, Surviving Corporation shall be the surviving corporation and Surviving Corporation shall succeed, without other transfer, to all the rights and property of Merging Corporation and shall be subject to all the debts, obligations and liabilities thereof in the same manner as if Surviving Corporation had itself incurred them. All rights of creditors and all liens put on the property of each corporation shall be preserved unimpaired; provided that such liens upon property of Merging Corporation shall be limited to the property affected thereby immediately prior to the Effective Time of the Merger.
4. At the Effective Time of the Merger, each share of Merging Corporation Common Stock outstanding immediately prior to the Effective Time of the Merger (collectively, the "Shares") shall be converted into 0.5 shares of Surviving Corporation Common Stock.
5. The conversion of the Shares as provided in this Agreement shall occur automatically upon the Effective Time of the Merger without action by the holders thereof. Each holder of Share thereupon shall surrender his certificate or certificates to Surviving Corporation and shall be entitled to receive in exchange therefor a certificate or certificates representing the

number of shares into which his Shares theretofore represented by a certificate or certificates so surrendered shall have been converted as aforesaid.

6. The Articles of Incorporation of Surviving Corporation as in effect at the Effective Time of the Merger shall continue to be the Articles of Incorporation of Surviving Corporation after consummation of the Merger.

7. The Bylaws of Surviving Corporation as in effect at the Effective Time of the Merger shall continue to be the Bylaws of Surviving Corporation after consummation of the Merger.

8. From time to time as and when required by Surviving Corporation or its successors or assigns, there shall be executed and delivered on behalf of Merging Corporation such deeds and other instruments, and there shall be taken or caused to be taken such further and other actions as shall be appropriate or necessary in order to vest or perfect in or to confirm in record or otherwise in Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of Merging Corporation, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Surviving Corporation are fully authorized in the name and on behalf of Merging Corporation or otherwise to take any and all such actions and to execute and deliver any and all such deeds and other instruments.

9. Prior to the making of all such necessary filings with the Secretary of State of the State of California and with the Secretary of State of the State of Florida, this Merger Agreement may be terminated by written agreement of the boards of directors of Merging Corporation and Surviving Corporation, or by their respective officers authorized by such boards of directors.

10. The effective date of the Merger is the date the Merger Agreement is duly accepted for filing by the Secretary of State of the State of California (the "Effective Time of the Merger").

11. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed as of the date first above written.

MERGING CORPORATION:

MAGIC FINGERS OF AMERICA, INC.,
a Florida corporation

By: Albert H. Robbins
Albert H. Robbins
President

Albert H. Robbins
Albert H. Robbins
Secretary

SURVIVING CORPORATION:

MAGIC FINGERS OF AMERICA, INC.,
a California corporation

By: Albert H. Robbins
Albert H. Robbins
President

Albert H. Robbins
Albert H. Robbins
Secretary