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Corporate Research Services

4244 W. Tennessee St., Suite 388
Tallahassee, FL 32304
(904) 539-1128
(800) 617-4731

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REX REKSTIS

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ICN Hobby Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96 NOV - 1 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 NOV - 1 PM 3:18
DIVISION OF CORPORATION

Examiner's Initials

CERTIFICATE OF INCORPORATION

-OF-

ICN HOLDING CORP.

THE UNDERSIGNED, HEREBY ASSOCIATES THEMSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION SHALL BE:

ICN HOLDING CORP.ARTICLE II - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III - STOCK

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1000) SHARES OF COMMON STOCK, HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN ONE THOUSAND (\$1000.00) DOLLARS.

ARTICLE V - CORPORATE DURATION

THE PERIOD OF DURATION OF THIS CORPORATION ONCE CORPORATE EXISTENCE IS ESTABLISHED IS PERPETUAL.

ARTICLE VI - REGISTERED OFFICE

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

8415 W MCNAB ROAD
TAMARAC, FL 33321

ARTICLE VII - BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE AT LEAST ONE (1) AND NO MORE THAN FIVE (5).

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ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE AS FOLLOWS:

KEMAL ARIN
PRESIDENT

8415 W MCNAB ROAD
TAMARAC, FLORIDA 33321

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES OF INCORPORATION AS SUBSCRIBED IS AS FOLLOWS:

RONALD J. WALTERS

8415 W MCNAB ROAD
TAMARAC, FL 33321

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF RECORD.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: THAT ICN HOLDING CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF INCORPORATION, IN THE CITY OF TAMARAC COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED RONALD J. WALTERS, LOCATED AT 8415 W MCNAB RD. TAMARAC FLORIDA 33321, AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

SIGNATURE: _____

Ronald J. Walters
Incorporator/Registered Agent

DATE: _____

11-1-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P960000 90044

ARTICLES OF MERGER
Merger Sheet

MERGING:

ICN HOLDING CORP., a Florida corporation, #P96000090044

INTO

ICN SOUTHWESTERN IMAGES, INC., a Texas corporation not qualified in
Florida

File date:

Corporate Specialist: Karen Gibson

CONT

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

RUSH

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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****122.50 ****122.50

1 ICN Holding Corp

(Corporation Name)

(Document #)

2 _____
(Corporation Name)

(Document #)

3 _____
(Corporation Name)

(Document #)

4 _____
(Corporation Name)

(Document #)

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☐ ARTICLES ONLY

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☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
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<input checked="" type="checkbox"/> Merger	

OTHER FILINGS	
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<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1101, et seq., of the Florida Business Organizations Act, ICN Holding corp., a Florida corporation ("ICN"), and ICN Southwestern Images, Inc., a Texas corporation ("Southwestern"), adopt the following Articles of Merger:

1. The Plan of Merger that has been approved by each of the parties to the merger in the manner prescribed by their constituent documents, the Texas Business Corporation Act and the Florida Business Organizations Act, and is attached as Exhibit A hereto.

2. The name of the surviving corporation is ICN Southwestern Images, Inc.

3. The sole shareholder of ICN approved the merger as required by the Florida Business Organizations Act by written consent.

DATED EFFECTIVE: April 9, 1997.

ICN Holding Corp., a Florida
corporation

By: 

A. Kemal Arin, President

ICN Southwestern Images, Inc., a Texas
corporation

By: 

A. Kemal Arin, President

FILED
97 APR 18 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. J. HALTERS & ASSOC.

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REUCOM

REF:

ICN HOLDING CORP
8415 W MCNAB RD
TAMPA FL 33321

SERVICE CENTER:

DEPART 97 MAR 31/MAR 1997 12:07:17
TAXPAYER 97
COROL SPRINGS

THIS LETTER WILL SERVE TO CONFIRM THAT THERE ARE NO OUTSTANDING SALES AND
USE TAX LIABILITIES ON RECORD AGAINST THE REFERENCED ACCOUNT AT THIS TIME.
THIS STATEMENT IS BASED ON INFORMATION AVAILABLE AT THIS TIME.
CONSTITUTE A CERTIFICATE OF RELEASE OF LIABILITY AS REQUIRED BY CHAPTER
212.10 (1), F.S.

SHOULD YOU REQUIRE FURTHER ASSISTANCE, PLEASE CONTACT THE ABOVE-MENTIONED
TAXPAYER SERVICE CENTER.

True 2/97

SIGNATURE

REVENUE SPECIALIST # 00160
TITLE/POSITION #

**PLAN OF MERGER
OF
ICN HOLDING CORP., A FLORIDA CORPORATION
WITH AND INTO
ICN SOUTHWESTERN IMAGES, INC., A TEXAS CORPORATION**

ICN Holding Corp., a Florida corporation ("ICN"), and ICN Southwestern Images, Inc., a Texas corporation ("Southwestern"), hereby enter into this Plan of Merger, which has been duly approved by their respective Boards of Directors:

1. Names of Parties to Merger:

- A. ICN Holding Corp., a Florida corporation; and
- B. ICN Southwestern Images, Inc., a Texas corporation

2. Terms and Conditions of Merger. Pursuant to Article 5.01, et seq., of the Texas Business Corporation Act, as amended, and Section 607.1101 the Florida Business Organizations Act (the "Acts"), if this Plan of Merger is approved by the respective Board of Directors of ICN and Southwestern, ICN shall be merged with and into Southwestern, and Southwestern shall be the surviving corporation. Upon the merger becoming effective, the existence of ICN as a distinct entity shall cease, and Southwestern shall succeed, without other transfer, to all rights and properties of ICN and Southwestern shall be subject to all the debts and liabilities of ICN in the same manner as if Southwestern had itself incurred the debts and liabilities. All rights of creditors and liens on the property of ICN shall remain in force with respect to property affected by the liens immediately prior to the merger. Southwestern shall be obligated for the payment of the fair value of any shares held by a shareholder of ICN who has complied with the requirements of the Acts for the recovery of the fair value of its shares.

3. Treatment of ICN Shareholders. As the shareholders of Southwestern and ICN, and their share ownership in the corporations are identical, the shareholders of ICN shall not receive anything for their shares, but shall continue to own an identical number of shares in Southwestern. It shall not be necessary for holders of ICN common stock to surrender their share certificates.

4. Articles of Incorporation of Southwestern. The Articles of Incorporation of Southwestern, the successor to the merger, shall continue to be its Articles of Incorporation after the merger.

5. Effective Date. The merger shall be effective April 9, 1997.

6. Termination. At any time prior to the effective date, this Plan of Merger may be terminated by the Board of Directors of either party hereto.

IN WITNESS WHEREOF, the parties to the merger sign it effective as of April 9, 1997.

ICN Holding Corp., a Florida
corporation

By: _____

Its: _____

president

ICN Southwestern Images, Inc., a Texas
corporation

By: _____

Its: _____

president