

P96000103897



CARLSON  
STERLING  
GLOBAL MEDIA

**MARKETING • PROMOTIONS**

entertainment  
film • television • internet

**ADDRESS**

5728 major blvd., suite 250  
orlando, florida 32819

**PHONE NUMBERS**

phone: 407.352.4898  
fax: 407.351.7664

**INTERNET ADDRESSES**

email: office@csgm.com  
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February 24, 1998

Secretary of States Office  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Filings

200002443092--6  
-02/27/98--01103--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

To Whom It May Concern:

Enclosed please find two (2) fully executed copies of the Articles of Merger of Carlson Sterling, Inc. and Shark Tooth Productions, Inc. to be filed.

We sincerely apologize for the delay in sending these documents on a timely manner due to a clerical error during our transitional period.

If you have any questions or comments, please feel free to contact our offices at anytime.

Sincerely,

Pier S. Bjorklund  
President / CEO

PSB/ns

encl.

Merger

LFJ

3-3-98

FILED  
98 FEB 27 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SHARK TOOTH PRODUCTIONS, INC., a Florida corporation (Document  
#P96000029636)

INTO

**CARLSON STERLING, INC.**, a Florida corporation, P96000103897.

File date: February 27, 1998

Corporate Specialist: Louise Flemming-Jackson

**ARTICLES OF MERGER**

**OF**

**CARLSON STERLING, INC.,**

**A FLORIDA CORPORATION; AND,**

**SHARK TOOTH PRODUCTIONS, INC.**

**A FLORIDA CORPORATION**

**FILED**

**98 FEB 27 PM 12:31**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

These Articles of Merger made and executed by and between Carlson Sterling, Inc., a Florida Corporation, and Shark Tooth Productions, Inc., a Florida Corporation.

1. **Merger.** Carlson Sterling, Inc., and Shark Tooth Productions, Inc., agree to and do hereby effect the merger of Shark Tooth Productions, Inc., into Carlson Sterling, Inc., on the terms and conditions hereinafter set forth. The Corporation which is to survive the merger is Carlson Sterling, Inc., which Corporation shall continue under said name and have all of the purposes and powers of the Corporation.

2. **States of Incorporation.** Carlson Sterling, Inc., was incorporated under the Laws of the State of Florida on the 27th day of December, 1996, and Shark Tooth Productions, Inc., was incorporated under the Laws of the State of Florida on the 3rd day of April, 1996.

3. **Amendment of Articles of Incorporation.** There shall be no amendment to the Articles of Incorporation of Carlson Sterling, Inc., a Florida Corporation.

4. **Conversion of Securities on Merger.** At the time of the execution of these Articles of Merger, there are no shares of stock or other securities of Carlson Sterling, Inc., outstanding, and there are no shares of stock or other securities of

Shark Tooth Productions, Inc., outstanding, save and except 100 shares of capital stock with no par value of each corporation. Neither Corporation which is a party hereto owns any shares of stock or other securities in the other. Each share of capital stock of Shark Tooth Productions, Inc., outstanding on the effective date of the merger shall be converted into one (1) share of common stock of Carlson Sterling, Inc.. After the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of capital stock of Shark Tooth Productions, Inc., shall, upon surrender of the same to Carlson Sterling, Inc., be entitled to receive in exchange therefore a certificate or certificates representing the shares of common stock of Carlson Sterling, Inc., into which the shares theretofore represented by the certificate or certificates so surrendered shall have been converted as herein set forth.

5. **Directors.** The names and addresses of the persons who are and will remain as directors of Carlson Sterling, Inc., and who shall hold office until their successors are chosen and qualified according to the By-Laws of the said Corporation are as follows:

<u>Name</u>	<u>Address</u>
Pier S. Björklund	Suite 250 5728 Major Boulevard Orlando, Florida 32819
Peter S. Björklund	Suite 250 5728 Major Boulevard Orlando, Florida 32819
Louis J. Pearlman	Suite 250 5728 Major Boulevard Orlando, Florida 32819

Arthur Sullivan

Suite 250  
5728 Major Boulevard  
Orlando, Florida 32819

If, on the effective date of this merger, a vacancy shall exist in the number of directors of the Corporation by reason of the death or inability to act of any of the above named persons or their failure to continue as a director of Carlson Sterling, Inc., such vacancy may be filled in the manner provided in the By-Laws of Carlson Sterling, Inc.:

**6. Prohibited Actions.** Until the effective date of the merger:

6.1. Neither Corporation which is a party hereto shall engage in any activity or transaction other than in the ordinary course of business;

6.2. Shark Tooth Productions, Inc., shall not issue or sell, or grant or issue any stock, rights, options or other securities, or declare or pay any stock dividend;

6.3. Carlson Sterling, Inc., shall not issue or sell, or grant or issue any stock, rights, options or other securities, or declare or pay any stock dividend; save and except, Carlson Sterling, Inc., may issue up to Eight Hundred (800) shares of common stock for such consideration as its Board of Directors deem appropriate.

**7. Effect of Merger.** On the effective date of the merger, all of the property (tangible, intangible, and real, personal or mixed) rights, privileges and franchises, of whatsoever nature, kind and description, of Shark Tooth Productions, Inc., shall be transferred to, vested in, and shall devolve upon Carlson Sterling, Inc., without further act or deed, and all of the aforesaid shall be as effectually the property of Carlson Sterling, Inc. as they were of each of the respective corporate parties

hereto. Further, Carlson Sterling, Inc., as of the effective date of this merger shall assume and become liable for any and all debts and obligations of Shark Tooth Productions, Inc.

8. **Principal Office.** The principal office of Carlson Sterling, Inc., is located at Suite 250, 5728 Major Boulevard, Orlando, Orange County, Florida 32819.

9. **Effective Date.** The merger provided for herein shall be effective on the date these Articles are filed with the Florida Secretary of States Office.

10. **Nonabandonment.** The Plan of Merger as provided for herein may not be abandoned.

11. **Adoption and Approval of Merger.** These Articles of Merger were unanimously adopted by all members of the Board of Directors and Shareholders of Shark Tooth Productions,, Inc., on the 31<sup>ST</sup> day of December, 1997, at a duly constituted meeting thereof on said date; and was unanimously adopted by the Board of Directors of Carlson Sterling, Inc., on the 31<sup>ST</sup> day of December, 1997, at a duly constituted meeting thereof on said date and prior to the issuance of any shares of stock or other securities of Carlson Sterling, Inc..

12. **Counterparts.** Any number of counterparts of these Articles of Merger may be executed and each such counterpart shall be deemed an original.

IN WITNESS WHEREOF, Carlson Sterling, Inc., a Florida Corporation and Shark Tooth Productions,, Inc., a Florida Corporation, have caused to be executed these Amendments to Articles of Merger this 31<sup>ST</sup> day of December, 1997.

Carlson Sterling, Inc.,  
a Florida Corporation

By: \_\_\_\_\_

Pier S. Björklund, President

Attest:

Peter S. Björklund  
Peter S. Björklund, Secretary  
(CORPORATE SEAL)

Shark Tooth Productions, Inc., a Florida  
Corporation

By:

Pier S. Björklund  
Pier S. Björklund, President

Attest:

Peter S. Björklund  
Peter S. Björklund, Secretary  
(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of  
December, 1997, by Pier S. Björklund as President of Carlson Sterling, Inc., and  
Shark Tooth Productions, Inc.



SHAWNA LYNN TUCKER  
My Comm Exp. 5/15/2001  
Bonded By Service Ins  
No. CC647816  
☒ Personally Known ☐ Other I.D.

Shawna L. Tucker  
Notary Public, State of Florida  
at Large  
Shawna L. Tucker  
Notary Public Printed Name  
My Commission Expires:

Personally Known ☒ or Produced Identification \_\_\_\_  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of  
December, 1997, by Peter S. Björklund as Secretary of Carlson Sterling, Inc., and  
Shark Tooth Productions, Inc.



SHAWNA LYNN TUCKER  
My Comm Exp. 5/15/2001  
Bonded By Service Ins  
No. CC647816  
☒ Personally Known ☐ Other I.D.

Shawna L. Tucker  
Notary Public, State of Florida  
at Large  
Shawna L. Tucker  
Notary Public Printed Name  
My Commission Expires:

Personally Known ☒ or Produced Identification \_\_\_\_  
Type of Identification Produced \_\_\_\_\_

corporation\carlson.sterling\article.merger