



THE UNITED STATES
CORPORATION
COMPANY

P97000067806

ACCOUNT NO. : 072100000032

REFERENCE : 295879 5021572

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : July 2, 1999

ORDER TIME : 12:22 PM

ORDER NO. : 295879-005

CUSTOMER NO: 5021572

Merger

100002922541--3

CUSTOMER: Ms. Jane Walker
Grocock & Abramson
Suite 200
126 East Jefferson Street
Orlando, FL 32801

ARTICLES OF MERGER

PREMIUM ENTERTAINMENT CORP.

INTO

LIGHTPOINT ENTERTAINMENT INC.

FILED
99 JUL -2 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: *ADR*

7/2/99

RECEIVED
99 JUL -2 PM 12:58
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PREMIUM ENTERTAINMENT CORP., a Florida corporation P99000052267

,

INTO

LIGHTPOINT ENTERTAINMENT, INC., a Florida corporation, P97000067806.

File date: July 2, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
PREMIUM ENTERTAINMENT CORP.
AND
LIGHTPOINT ENTERTAINMENT INC.**

Pursuant to Florida Statutes Sections 607.214 and 607.221, the corporations herein named, each being a corporation validly formed and existing under the laws of the State of Florida, hereby adopt these Articles of Merger.

1. Annexed hereto and made a part hereof as Exhibit "A," is the Plan of Merger for merging Premium Entertainment Corp., with and into Lightpoint Entertainment, Inc., as adopted by written consent in lieu of a meeting of the shareholders of Lightpoint Entertainment, Inc., on July 1, 1999 in accordance with the laws of Florida and adopted by written consent in lieu of a meeting of the shareholder of Premium Entertainment Corp., on July 1, 1999.

2. The merger of Premium Entertainment Corp., with and into Lightpoint Entertainment, Inc., is permitted by the laws of the State of Florida and is in compliance with said laws.

3. As to Lightpoint Entertainment, Inc., the aforesaid Plan of Merger was adopted by the shareholder(s) in accordance with the provisions of the Florida Business Corporation Act on July 1, 1999.

4. As to Premium Entertainment Corp., the aforesaid Plan of Merger was adopted by the shareholder in accordance with the provisions of the Florida Business Corporation Act on July 1, 1999.

5. Lightpoint Entertainment, Inc., will continue its existence as the surviving corporation under the name Lightpoint Entertainment, Inc., pursuant to the provisions of the Florida Business Corporation Act.

6. The merger herein provided for shall become effective upon filing.

Executed on July 1, 1999.

Premium Entertainment Corp.

By: 

Michael Gerber, President

Lightpoint Entertainment Inc.

By: 

Etienne Taylor, President

FILED
JUL - 2 PM 1:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER dated July 1, 1999 adopted by Lightpoint Entertainment, Inc., ("Lightpoint") a corporation organized under the laws of the State of Florida, by resolution of its Board of Directors adopted on July 1, 1999, and by resolution of its shareholders adopted on July 1, 1999; and by Premium Entertainment Corp. ("Premium"), a corporation organized under the laws of the State of Florida, and wholly-owned subsidiary of Victory Entertainment Corp. ("Victory"), a Florida corporation, by resolution of its sole director and stockholder on July 1, 1999.

1. Premium and Lightpoint shall, pursuant to the provisions of the Florida Business Corporations Act, be merged with and into a single corporation, to wit, Lightpoint Entertainment, Inc., which shall be the surviving corporation when the merger becomes effective and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Premium Entertainment Corp., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease when the merger becomes effective in accordance with provisions of the Florida Business Corporations Act. The Merger shall be effective upon filing of Articles of Merger with the Florida Secretary of State.
2. The articles of incorporation of the Lightpoint when the merger becomes effective shall be the articles of incorporation of Lightpoint, and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of Lightpoint will be the bylaws of Lightpoint and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation when the merger becomes effective shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold office until their respective successors are duly elected and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation; and simultaneous with the merger, the officers and directors of the non-surviving corporation shall resign.
5. The shares of common stock and warrants outstanding of Lightpoint Entertainment, Inc., the surviving corporation when the merger becomes effective shall be converted to shares of common stock of the Parent in the following manner: one share of common stock of the surviving corporation shall be exchanged for one share of common stock of the Parent and each warrant of the surviving corporation shall be exchanged for one warrant of the Parent with identical designations, preferences, limitations, and relative rights, immediately after the merger. Lightpoint hereby represents and warrants that there are an aggregate total of 4,130,140 shares of common stock outstanding and warrants outstanding to purchase 2,313,941 shares of common stock. The outstanding shares of common stock and warrants are the total of all outstanding equity capital of Lightpoint. any other shares of capital stock or securities convertible into common stock shall not be exchanged for Victory common stock but shall remain securities of Lightpoint.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Florida Business Corporations Act, and the Plan of Merger herein made and approved shall be submitted to the shareholder(s) of the surviving corporation for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. The surviving corporation shall have advised its shareholders that they may not resell any of the shares of Victory, the parent corporation, issued to them in the merger unless done in full compliance with the provisions of applicable federal and state securities laws.

8. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the Florida Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation, Parent and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record, any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The merger herein provided for shall become effective upon filing Articles of Merger with the Florida Secretary of State.

Premium Entertainment Corp.
(the "non-surviving corporation")

By: 
Michael Gerber, President

Victory Entertainment Corp.
(the "parent")

By: 
Michael Gerber, President

Lightpoint Entertainment, Inc.
(the "surviving corporation")

By: 
Etienne Taylor, President

AGREEMENT AND PLAN OF MERGER dated July 1, 1999 adopted by Lightpoint Entertainment, Inc., ("Lightpoint") a corporation organized under the laws of the State of Florida, by resolution of its Board of Directors adopted on July 1, 1999, and by resolution of its shareholders adopted on July 1, 1999; and by Premium Entertainment Corp. ("Premium"), a corporation organized under the laws of the State of Florida, and wholly-owned subsidiary of Victory Entertainment Corp. ("Victory"), a Florida corporation, by resolution of its sole director and stockholder on July 1, 1999.

1. Premium and Lightpoint shall, pursuant to the provisions of the Florida Business Corporations Act, be merged with and into a single corporation, to wit, Lightpoint Entertainment, Inc., which shall be the surviving corporation when the merger becomes effective and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Premium Entertainment Corp., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease when the merger becomes effective in accordance with provisions of the Florida Business Corporations Act. The Merger shall be effective upon filing of Articles of Merger with the Florida Secretary of State.
2. The articles of incorporation of the Lightpoint when the merger becomes effective shall be the articles of incorporation of Lightpoint, and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of Lightpoint will be the bylaws of Lightpoint and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation when the merger becomes effective shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold office until their respective successors are duly elected and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation; and simultaneous with the merger, the officers and directors of the non-surviving corporation shall resign.
5. The shares of common stock and warrants outstanding of Lightpoint Entertainment, Inc., the surviving corporation when the merger becomes effective shall be converted to shares of common stock of the Parent in the following manner: one share of common stock of the surviving corporation shall be exchanged for one share of common stock of the Parent and each warrant of the surviving corporation shall be exchanged for one warrant of the Parent with identical designations, preferences, limitations, and relative rights, immediately after the merger. Lightpoint hereby represents and warrants that there are an aggregate total of 4,130,140 shares of common stock outstanding and warrants outstanding to purchase 2,313,941 shares of common stock. The outstanding shares of common stock and warrants are the total of all outstanding equity capital of Lightpoint. any other shares of capital stock or securities convertible into common stock shall not be exchanged for Victory common stock but shall remain securities of Lightpoint.
6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Florida Business Corporations Act, and the Plan of Merger herein made and approved shall be submitted to the shareholder(s) of the surviving corporation for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. The surviving corporation shall have advised its shareholders that they may not resell any of the shares of Victory, the parent corporation, issued to them in the merger unless done in full compliance with the provisions of applicable federal and state securities laws.

8. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the Florida Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation, Parent and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record, any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The merger herein provided for shall become effective upon filing Articles of Merger with the Florida Secretary of State.

Premium Entertainment Corp.
(the "non-surviving corporation")

By: 

Michael Gerber, President

Lightpoint Entertainment, Inc.
(the "surviving corporation")

By: 

Etienne Taylor, President

Victory Entertainment Corp.
(the "parent")

By: 

Michael Gerber, President