

P 98000084070

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From:
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STORYLINE, INC.

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 Account Name : SALLEY, FEINBERG & HAMES, P.A.
 Account Number : 072100000223
 Phone : (407) 426-2360
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November 2, 1998

STORYLINE, INC.
719 PEACHTREE RD
ORLANDO, FL 32804

SUBJECT: STORYLINE, INC.
REF: P98000084070

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000020369
Letter Number: 098A00053467

ARTICLES OF MERGER
Merger Sheet

MERGING:

STORYLINE CONCEPTS, INC., a Florida corporation, K18860

INTO

STORYLINE, INC., a Florida corporation, P98000084070

File date: November 3, 1998

Corporate Specialist: Darlene Connell

H98000020369

**ARTICLES OF MERGER OF
STORYLINE CONCEPTS, INC.
INTO
STORYLINE, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations, STORYLINE CONCEPTS, INC., a Florida corporation, and STORYLINE, INC., a Florida corporation, hereby adopt the following articles of merger for the purpose of merging them into one corporation:

1. The names of the corporations which are parties to the within merger are STORYLINE CONCEPTS, INC. and STORYLINE, INC..
2. STORYLINE, INC. shall be the surviving corporation and governed under the laws of the State of Florida.
3. The Plan of Merger, a copy of which is attached hereto as Exhibit "A", and incorporated herein by reference was unanimously approved, in the manner prescribed by the Florida Business Corporation Act, by the directors and shareholders of STORYLINE CONCEPTS, INC. on the 30th day of October, 1998 and by the directors and shareholders of STORYLINE, INC. on the 30th day of October, 1998.
4. This merger shall be effective upon the filing of these Articles of Merger with the Florida Department of State

Document Prepared By:
Russell P. Hintze, Esq.
Florida Bar No. 0716839
Salley, Feinberg, Hames & Hintze, P.A.
390 North Orange Avenue, Suite 2500
Orlando, Florida 32801
(407) 426-2360

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FROM-SALLEY, FEINBERG, HAMES & HINTZE, P.A.

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H98000020369

DATED this 2nd day of November, 1998.

STORYLINE CONCEPTS, INC.,
a Florida corporation

By: 
William E. Hires, President

STORYLINE, INC.,
a Florida corporation

By: 
William E. Hires, President

EXHIBIT "A"**PLAN OF MERGER**

Plan of Merger adopted for **STORYLINE CONCEPTS, INC.**, a business corporation organized under the laws of the State of Florida, by written action of its Board of Directors as of October 30, 1998, and adopted for **STORYLINE, INC.**, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors as of October 30, 1998. The names of the corporations planning to merge are **STORYLINE CONCEPTS, INC.** ("SCI"), a business corporation organized under the laws of the State of Florida, and **STORYLINE, INC.** ("SI"), a business corporation organized under the laws of the State of Florida. The surviving corporation shall be SI and its name shall be **STORYLINE, INC.**

1. The address of SCI is 719 Peachtree Road, Orlando, Florida 32804, its place of organization is the State of Florida, and its governing law is the Florida Business Corporation Act. The address of SI is 719 Peachtree Road, Orlando, Florida 32804, its place of organization is the State of Florida, and its governing law is the Florida Business Corporation Act.

2. SCI shall be merged into and SI, pursuant to the provisions of the laws of the State of Florida. SI shall be the surviving corporation when the merger becomes effective and shall sometimes hereinafter be referred to as the "surviving corporation", and shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Statutes. The separate existence of SCI which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease when the merger becomes effective in accordance with the laws of the jurisdiction of its organization.

3. The Articles of Incorporation of the surviving corporation when the merger becomes effective shall be the Articles of Incorporation of said surviving corporation 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 Statutes.

4. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation 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 the Florida Statutes.

5. The directors and officers in office of the surviving corporation when the merger becomes effective shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger takes effect shall continue to represent one issued share of the surviving corporation. The authorized but unissued shares of SCI shall be canceled. Each issued and outstanding shares of SCI shall be converted into:

- (a) \$47,042.83 in cash to be wired to Storyline Shareholders in

accordance with their instructions delivered to Storyline New prior to the Closing, and

- (b) 8,334 542/1000 shares of Showquest Entertainment B.V. ("Showquest") (the sole shareholder and parent company of SI), and
 - (c) The Conditional Amount as determined pursuant to the terms and conditions of that certain Participation Agreement (the "Participation Agreement"), dated the 1st day of November, 1998, by and between **VEKOMA HOLDING B.V.** ("Vekoma"), **SHOWQUEST ENTERTAINMENT B.V.** ("Showquest"), **BELEGGINGSMATSCHAPPIJ JADY** ("Jady"), SI, SCI, William E. Hires, Jr., Scott B. Kramer and William J. Duclos.
 - (d) The Conditional Number of Shares of Showquest as determined pursuant to the terms and conditions of the Participation Agreement.
7. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of Florida, and the Plan of Merger herein made shall be submitted to the stockholders of the surviving corporation and the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Act.
 8. In the event that the Plan of Merger shall have been approved by the stockholders entitled to vote of the surviving corporation and the non-surviving corporation in the manner prescribed by the provisions of the 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 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 shall be effective upon the filing of Articles of Merger (the "Effective Date").