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Division of Corporations

FAX NO.

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P99000100747

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MERGER OR SHARE EXCHANGE

HARRIS FILM CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Merger

Electronic Filing Menu

Corporate Filing

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12-03-99

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

HARRIS ART CORPORATION, a New Hampshire corporation not qualified in the
State of Florida

INTO

HARRIS FILM CORPORATION, a Florida entity, P99000100747.

File date: December 3, 1999

Corporate Specialist: Darlene Connell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF HARRIS FILM CORPORATION,
A FLORIDA CORPORATION, AND HARRIS ART CORPORATION,
A NEW HAMPSHIRE CORPORATION

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, and Section 293-A:11.01 of the New Hampshire Business Corporation Act the undersigned corporations adopt the following articles of merger for the purpose of merging Harris Art Corporation, a New Hampshire corporation, into Harris Film Corporation, a Florida corporation, the latter of which is to survive the merger:

1. That certain Plan of Merger (the "Plan") dated November 17, 1999, by and between Harris Art Corporation, a New Hampshire corporation, and Harris Film Corporation, a Florida corporation, is attached hereto and made a part of this instrument.

2. The Plan was approved by the shareholders of Harris Art Corporation, a New Hampshire corporation on November 17, 1999. Of the 100 outstanding shares of common stock, no par value, of Harris Art Corporation, a New Hampshire corporation, the holders of 51 of those shares were required to adopt the plan of merger and 100 of those shares voted in favor of and authorized the Plan in accordance with section 293-A:11.03 of the New Hampshire Business Corporation Act.

3. The Plan was approved by the directors of Harris Film Corporation, a Florida corporation, on November 17, 1999. Shareholder approval was not required by Harris Film Corporation, a Florida corporation.

4. The effective date of the merger shall be the date on which the articles of merger are filed with both the Florida Department of State and the New Hampshire Secretary of State.

5. Harris Film Corporation, a Florida corporation, agrees that it may be served with process in the State of New Hampshire in any proceeding for the enforcement of any obligation of Harris Art Corporation, a New Hampshire corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of Harris Art Corporation, a New Hampshire corporation, against Harris Film Corporation, a Florida corporation.

6. Harris Film Corporation, a Florida corporation, agrees that it will promptly pay to the dissenting shareholders of Harris Art Corporation, a New Hampshire corporation, the amounts to which they are entitled pursuant to Sections 293-A:13.01 through 293-A:13.31 of the New Hampshire Business Corporation Act.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed this 17th day of November, 1999.

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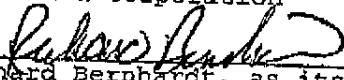
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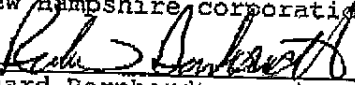
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Harris Film Corporation,
a Florida corporation

By 
Richard Bernhardt, as its president

Harris Art Corporation,
a New Hampshire corporation

By 
Richard Bernhardt, as its president

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PLAN OF MERGER

This Plan of Merger dated November 17, 1999, between Harris Art Corporation, a New Hampshire corporation, (the "acquired corporation") and Harris Film Corporation, a Florida corporation, (the "surviving corporation").

WITNESSETH, THAT WHEREAS:

A. Harris Film Corporation, a Florida corporation, is a corporation organized and existing under the laws of the State of Florida.

B. Harris Art Corporation, a New Hampshire corporation, is a corporation organized and existing under the laws of the State of New Hampshire.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Harris Art Corporation, a New Hampshire corporation, be merged into Harris Film Corporation, a Florida corporation, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act and Section 293-A:11.01 et seq. of the New Hampshire Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

1. Merger. Harris Art Corporation, a New Hampshire corporation, shall merge with and into Harris Film Corporation, a Florida corporation, which shall be the surviving corporation and which shall retain the name "Harris Film Corporation".

2. Terms and Conditions. On the effective date of the merger, the separate existence of the acquired corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the acquired corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the acquired corporation, and neither the rights of creditors nor any liens on the property of the acquired corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the acquired corporation into shares of the surviving corporation is as follows:

(a) Every share of the no par value common stock of Harris Art Corporation, a New Hampshire corporation, issued and outstanding on the effective date of the merger shall be converted into one share of the One Dollar (\$1.00) par value common stock of Harris Film Corporation, a Florida corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of

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the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the acquired corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the acquired corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation Harris Film Corporation, a Florida corporation, shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the surviving corporation Harris Film Corporation, a Florida corporation shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the surviving corporation, Harris Film Corporation, a Florida corporation, on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of New Hampshire at meetings to be held on or before November 25, 1999, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by both the Florida Department of State and the New Hampshire Department of State.

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9. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Harris Film Corporation, a Florida corporation

By 
Richard Bernhardt, as its president

Harris Art Corporation, a New Hampshire corporation

By 
Richard Bernhardt, as its president

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