

P99000104852



ACCOUNT NO. : 072100000032

REFERENCE : 534206 4359488

AUTHORIZATION : *Patricia P. [Signature]*

COST LIMIT : \$ 78.75

FILED  
99 DEC 30 PM 4:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1999

ORDER TIME : 10:40 AM

700003084757-1

ORDER NO. : 534206-005

CUSTOMER NO: 4359488

CUSTOMER: Robert L. Harding, Esq.  
Wright Railey & Harding, P.a.  
20 North Eola Drive

Orlando, FL 32801

ARTICLES OF MERGER

IMAGO PRODUCTIONS, INC.

INTO

IMAGO PRODUCTIONS, INC.

RECEIVED  
99 DEC 30 AM 11:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

EFFECTIVE DATE  
12-31-99

C. COULLETTE JAN 03 2000

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

IMAGO PRODUCTIONS, INC., a New York corporation not qualified

INTO

**IMAGO PRODUCTIONS, INC.**, a Florida entity, P99000104852

File date: December 30, 1999, effective December 31, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER**  
of  
**IMAGO PRODUCTIONS, INC.,**  
a New York corporation  
and  
**IMAGO PRODUCTIONS, INC.**  
a Florida Corporation

FILED  
99 DEC 30 PM 4:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between IMAGO PRODUCTIONS, INC. ("New York") and IMAGO PRODUCTIONS, INC. ("Florida") both Florida corporations,

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Florida Act") and Section 907(e) of the New York Business Corporation Law (the "Law") Florida and New York adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 23, 1999 ("Plan of Merger"), between Florida and New York was approved and adopted by the shareholders of Florida on December 23, 1999 and was approved and adopted by the shareholders of New York on December 23, 1999.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of New York stock will be acquired by means of a merger of New York into Florida, the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

4. Pursuant to §607.1105(1)(b) of the Florida Act, and Section 907(e) of the Law, the date and time of the effectiveness of the Merger shall be December 31, 1999.

IN WITNESS WHEREOF, the parties have set their hands this 28th day of December 1999.

IMAGO PRODUCTIONS, INC.  
a New York corporation

**EFFECTIVE DATE**  
12-31-99

By: Harville Hendrix  
Harville Hendrix, President

IMAGO PRODUCTIONS, INC.  
a Florida corporation

By: Harville Hendrix  
Harville Hendrix, President

**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER, dated this 23rd day of December, 1999 made by and between IMAGO PRODUCTIONS, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to "Surviving Corporation"), and IMAGO PRODUCTIONS, INC., a corporation organized and existing under the laws of the State of New York (hereinafter referred to as "Merged Corporation").

**WITNESSETH:**

WHEREAS, the Board of Directors of each of the parties hereto deem it advisable and generally to the welfare of said corporations and their respective stockholders that Merged Corporation should be merged into Surviving Corporation, and that Surviving Corporation merge Merged Corporation into itself, as authorized by the Statutes of the State of Florida and the State of New York, under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, Surviving Corporation, by its Certificate of Incorporation which was filed in the office of the Secretary of State of Florida on December 23, 1999, has an authorized capital stock of 10,000 shares voting common capital stock, \$1.00 par value, of which 200 shares are now issued and outstanding.

WHEREAS, Merged Corporation, by its Certificate of Incorporation which was filed in the office of the Secretary of State of New York on January 22, 1992, has an authorized capital stock of 200 shares of common capital stock, no par value, of which 200 shares are now issued and outstanding.

NOW, THEREFORE, the corporations, parties to this Agreement, by and between themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Merged Corporation shall merge itself into Surviving Corporation and that Surviving Corporation shall merge the Merged Corporation into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribed the terms and conditions of said merger and the mode of carrying the same into effect as follows:

**ARTICLE I**

Merged Corporation shall be and are hereby merged into Surviving Corporation, and Surviving Corporation shall and it does hereby merge the Merged Corporation into itself. Surviving Corporation shall be the Surviving Corporation and shall be governed by the laws of the State of Florida, which state shall be its domicile.

As of the effective date of the merger, the Certificate of Incorporation of Surviving Corporation shall serve as the Certificate of Incorporation of the Surviving Corporation, until altered or amended as therein provided and as provided by law.

**ARTICLE II**

Every one (1) share of the voting common capital stock of Merged Corporation outstanding on the merger date shall, by virtue of the merger and without further action on the part of the holder, becomes one (1) share of voting common capital stock of the Surviving Corporation. As soon as practical after the merger date, each holder of a certificate or certificates representing outstanding

shares of the common capital stock of Merged Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole shares of common stock of the Surviving Corporation into which the shares of common stock of Merged Corporation theretofore represented by such certificate or certificates shall have been converted pursuant to this Article.

### ARTICLE III

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Until altered, amended or repealed as therein provided, the by-laws of Surviving Corporation as they shall exist on the effective date of this Agreement shall be the by-laws of the Surviving Corporation.

(b) The first annual meeting of the stockholders of the Surviving Corporation to be held after the date when this merger becomes effective shall be the annual meeting provided or to be provided by the by-laws thereof.

(c) The first regular meeting of the Board of Directors of the Surviving Corporation to be held after the date when this merger becomes effective may be called or may convene in the manner provided in the by-laws of the Surviving Corporation and may be held at the time and place specified in the notice of meeting.

(d) The Surviving Corporation shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.

(e) Neither of the corporations which are parties hereto shall issue or sell, or issue rights to subscribe to, any shares of its capital stock or shall declare any dividends on its capital stock prior to the effective date of the merger.

(f) Neither of the corporations which are parties hereto shall incur, prior to the effective date of the merger, any obligations not within the express contemplation of this Agreement, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the date when this merger shall become effective the separate existence of Merged Corporation shall cease and Merged Corporation shall be merged into Surviving Corporation, the Surviving Corporation, in accordance with the provisions of this Agreement, which Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the corporations, parties to this Agreement, and all and singular, the rights, privileges, powers and franchises of each of the corporations, and all property, real, personal and mixed, and all debts due to each of said corporations shall be vested in the Surviving Corporation; and all property, rights, and privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of the said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to the said Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(h) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporations, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper

officers and directors of Merged Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger.

#### ARTICLE IV

The Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this Agreement which may be contained in the Articles of Incorporation of a corporation organized under the laws of the State of Florida in the manner now and hereafter prescribed by said laws, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE V

(a) Upon the approval of this Agreement and the merger contemplated herein by the stockholders of the constituent corporations in accordance with the laws of the State of Florida, an original of this Agreement shall be filed with the Secretary of State of the State of Florida.

(b) Upon the approval of this Agreement by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this merger shall be effective on December 31, 1999.

#### ARTICLE VI

In order to facilitate the filing and recording of this Agreement, the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement to be executed by duly authorized officers and their respective corporate seals affixed hereto.

"SURVIVING CORPORATION"

IMAGO PRODUCTIONS, INC., a Florida corporation

(Corporate Seal)

By: Harville Hendrix  
Harville Hendrix, President

Attest:

Harville Hendrix  
Harville Hendrix, Secretary

"MERGED CORPORATION"

IMAGO PRODUCTIONS, INC., a New York  
corporation

(Corporate Seal)

By: Harville Hendrix  
Harville Hendrix, President

Attest:

Harville Hendrix  
Harville Hendrix, Secretary

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER BY THE  
STOCKHOLDERS OF  
IMAGO PRODUCTIONS, INC.

I, Harville Hendrix, Secretary of IMAGO PRODUCTIONS, INC., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary and under the seal of said corporation, that the Agreement and Plan of Merger to which the Certificate is attached, after having been first duly signed on behalf of the said corporation by duly authorized officer thereof and after having been signed by at least a duly authorized officer of IMAGO PRODUCTIONS, INC., a corporation organized and existing under the laws of the State of Florida, and after the approval by resolution of such Agreement of Merger by the Board of Directors of this corporation, was duly submitted to the stockholders of this corporation, in accordance with the laws of the State of Florida; that by Action by Written Consent Without a Meeting the holders of all of the outstanding capital stock of the corporation voted in favor of said Agreement of Merger; and that the Agreement of Merger was duly adopted as the act of the stockholders of IMAGO PRODUCTIONS, INC., and as the act of said corporation.

WITNESS my hand and the seal of IMAGO PRODUCTIONS, INC, this 24 day of December, 1999.

IMAGO PRODUCTIONS, INC.

By: Harville Hendrix  
Harville Hendrix, Secretary



**EXECUTION BY CORPORATE OFFICERS**

The foregoing Agreement of Merger having been executed by a unanimous vote of the directors of each party hereto and having been adopted separately by the stockholders of each party hereto in accordance with the laws of the State of Florida, and that fact having been certified by the Secretary of each party hereto, the President and Secretary of each party to said Agreement of Merger do now and hereby execute the said Agreement under the seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of the corporations on this 23<sup>rd</sup> day of December, 1999.

IMAGO PRODUCTIONS, INC., a Florida corporation

(CORPORATE SEAL)

By: Harville Hendrix  
(Harville Hendrix, President)

ATTEST:

Harville Hendrix  
Harville Hendrix, Secretary

IMAGO PRODUCTIONS, INC., a New York Corporation

(CORPORATE SEAL)

By: Harville Hendrix  
Harville Hendrix, President

ATTEST:

Harville Hendrix  
Harville Hendrix, Secretary

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER BY THE  
STOCKHOLDERS OF  
IMAGO PRODUCTIONS, INC.

I, Harville Hendrix, Secretary of IMAGO PRODUCTIONS, INC., a corporation organized and existing under the laws of the State of New York, hereby certify, as such Secretary and under the seal of said corporation, that the Agreement and Plan of Merger to which the Certificate is attached, after having been first duly signed on behalf of the said corporation by duly authorized officer thereof and after having been signed by at least a duly authorized officer of IMAGO PRODUCTIONS, INC., a corporation organized and existing under the laws of the State of Florida, and after the approval by resolution of such Agreement of Merger by the Board of Directors of this corporation, was duly submitted to the stockholders of this corporation, in accordance with the laws of the State of Florida; that by Action by Written Consent Without a Meeting the holders of all of the outstanding capital stock of the corporation voted in favor of said Agreement of Merger; and that the Agreement of Merger was duly adopted as the act of the stockholders of IMAGO PRODUCTIONS, INC., and as the act of said corporation.

WITNESS my hand and the seal of IMAGO PRODUCTIONS, INC, this 27 day of December, 1999.

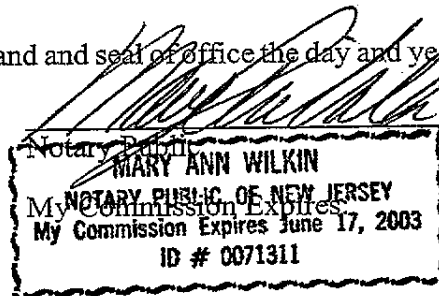
IMAGO PRODUCTIONS, INC.

By: Harville Hendrix  
Harville Hendrix, Secretary

STATE OF New Jersey  
COUNTY OF Bergen

On this 28th day of December, 1999, before me the undersigned, a Notary Public in and for the State of Florida, personally approved Harville Hendrix, known to be to be the President and Secretary, respectively, of IMAGO PRODUCTIONS, INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

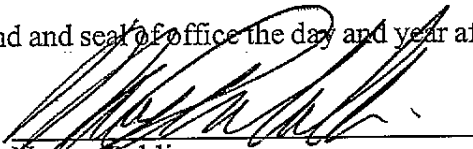
IN WITNESS WHEREOF, I have set my hand and seal of office the day and year aforesaid.



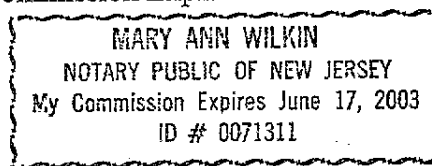
STATE OF New Jersey  
COUNTY OF Bergen

On this 28th day of December, 1999, before me the undersigned, a Notary Public in and for the State of Florida, personally approved Harville Hendrix, known to be to be the President and Secretary, respectively, of IMAGO PRODUCTIONS, INC., a corporation organized and existing under the laws of the State of New York, and acknowledged to me that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and seal of office the day and year aforesaid.

  
Notary Public

My Commission Expires:



**BOARD OF DIRECTORS AND SHAREHOLDERS  
ACTION BY CONSENT  
OF  
IMAGO PRODUCTIONS, INC.**

The undersigned, being all of the Directors and Shareholders of IMAGO PRODUCTIONS, INC., a Florida corporation (the "Corporation"), hereby consent to the following action by the Directors and Shareholders of the Corporation and instruct the Secretary of the Corporation to insert this Written Consent in the Minute Book of the Corporation.

BE IT RESOLVED, that the Board of Directors and Shareholders find it in their best interest to Merge the Imago Productions, Inc., a Florida corporation, into Imago Productions, Inc., a New York Corporation.

BE IT FURTHER RESOLVED, that the Board of Directors and Shareholders hereby adopt the Plan of Merger attached hereto as Exhibit "A" and incorporated herein by reference.

BE IT FURTHER RESOLVED, that Harville Hendrix, as the President of the Corporation be, and he hereby is, authorized and directed by and in the name of and on behalf of the Corporation, to take such actions as may be deemed necessary or advisable in order to fully effectuate the purposes of the foregoing resolution.

Execution of this document by the undersigned, being all of the members of the Board of Directors and all of the Shareholders of the Corporation, pursuant to Sections 607.0704 and 607.0821, Florida Statutes, and the subsequent insertion of this document in the Minute Book of the Corporation, waives any requirement of a formal meeting of the Directors and Shareholders to conduct business referred to herein.

Execution of this document by the undersigned, being all of the Directors of the Corporation, pursuant to Section 607.0821, Florida Statutes, and the subsequent insertion of this document in the Minute Book of the Corporation, waives any requirement of a formal meeting of the Directors to conduct business referred to herein.

DATED as of the 23<sup>rd</sup> day of December, 1999.

  
\_\_\_\_\_  
Harville Hendrix, Sole Shareholder and Director

**BOARD OF DIRECTORS AND SHAREHOLDERS  
ACTION BY CONSENT  
OF  
IMAGO PRODUCTIONS, INC.**

The undersigned, being all of the Directors and Shareholders of IMAGO PRODUCTIONS, INC., a New York corporation (the "Corporation"), hereby consent to the following action by the Directors and Shareholders of the Corporation and instruct the Secretary of the Corporation to insert this Written Consent in the Minute Book of the Corporation.

BE IT RESOLVED, that the Board of Directors and Shareholders find it in their best interest to Merge the Imago Productions, Inc., a Florida corporation, into Imago Productions, Inc., a New York Corporation.

BE IT FURTHER RESOLVED, that the Board of Directors and Shareholders hereby adopt the Plan of Merger attached hereto as Exhibit "A" and incorporated herein by reference.

BE IT FURTHER RESOLVED, that Harville Hendrix, as the President of the Corporation be, and he hereby is, authorized and directed by and in the name of and on behalf of the Corporation, to take such actions as may be deemed necessary or advisable in order to fully effectuate the purposes of the foregoing resolution.

Execution of this document by the undersigned, being all of the members of the Board of Directors and all of the Shareholders of the Corporation, pursuant to New York Law, and the subsequent insertion of this document in the Minute Book of the Corporation, waives any requirement of a formal meeting of the Directors and Shareholders to conduct business referred to herein.

Execution of this document by the undersigned, being all of the Directors of the Corporation, pursuant to Section 607.0821, Florida Statutes, and the subsequent insertion of this document in the Minute Book of the Corporation, waives any requirement of a formal meeting of the Directors to conduct business referred to herein.

DATED as of the 23<sup>rd</sup> day of December, 1999.

  
\_\_\_\_\_  
Harville Hendrix, Sole Shareholder and Director