

To: The Florida Dept. of State
Subject: 001626.92860

From: Ashley Smith

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Division of Corporations

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Division of Corporations
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MERGER OR SHARE EXCHANGE

WGL ENTERTAINMENT HOLDINGS, INC.

Certificate of Status	0
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9/24/2008 11:52

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Florida Dept of State



September 24, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

WGL ENTERTAINMENT HOLDINGS, INC.
963 HELMSLEY COURT
SUITE 107
LAKE MARY, FL 32746

SUBJECT: WGL ENTERTAINMENT HOLDINGS, INC.
REF: P99000110953

** please use original
submission date
as the file date **

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.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

FAX Aud. #: H08000221527
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WGL Entertainment Holdings, Inc.	Delaware	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WGL Entertainment Holdings, Inc.	Florida	P99000110953

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 18, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 18, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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[illegible]

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is entered into by and between WGL Entertainment Holdings, Inc., a Delaware corporation (the "**WGL Delaware**"), and WGL Entertainment Holdings, Inc., a Florida corporation (the "**WGL Florida**"), as of September 18, 2008.

WHEREAS, the Board of Directors of WGL Delaware deems it advisable and in the best interests of WGL Delaware and its stockholders that WGL Florida be merged with and into WGL Delaware as permitted by the Delaware General Corporation Laws (the "**Delaware Laws**") and the applicable laws of the State of Florida (the "**Florida Laws**") under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of WGL Florida deems it advisable and in the best interests of WGL Florida and its stockholders that WGL Florida be merged with and into WGL Delaware as permitted by the Delaware Laws and the applicable laws Florida Laws pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, immediately prior to the Effective Time (as hereinafter defined), WGL Florida shall have an authorized capitalization consisting of 100,000,000 shares of Common Stock, no par value per share (the "**WGL Florida Common Stock**"), of which 10,000,000 shares shall be issued and outstanding.

WHEREAS, immediately prior to the Effective Time (as hereinafter defined), WGL Delaware shall have an authorized capitalization consisting of 10,000,000,000 shares of Common Stock, \$.001 par value per share, of which 7,779,478.036 shares shall be issued and outstanding; and Preferred Stock, 10,000,000, \$.001 par value (together, the "**WGL Delaware Stock**") of which 10,000,000 shares shall be issued and outstanding.

WHEREAS, the stockholders and directors of WGL Florida and the stockholders and directors of WGL Delaware have approved this Agreement by written consent;

NOW THEREFORE, in consideration of the premises and the mutual agreements and covenants herein contained and in accordance with the applicable provisions of the Florida Laws and the Delaware Laws, the parties hereto have agreed and covenanted, and do hereby agree and covenant, as follows:

1. The Merger.

1.1 Surviving Entity. Upon the time of filing (the "**Effective Time**") of a Certificate of Merger with the Secretary of State of the State of Florida and the simultaneous filing of the Certificate of Merger with the Secretary of State of Delaware:

(a) WGL Florida shall be merged with and into the WGL Delaware (the "**Merger**") in accordance with Florida Laws, Section 601.1101 and the Delaware Laws, Section 252,

(b) WGL Delaware shall be the surviving entity of the Merger (hereinafter sometimes called the "**Surviving Entity**").

(c) the identity, existence, rights, privileges, powers, franchises, properties and assets of the WGL Delaware shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Entity, and

(d) the identity and separate existence of the WGL Florida shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the WGL Florida shall be vested in the Surviving Entity.

1.2 Bylaws, Officers and Directors. From and after the Effective Time until amended as provided by law, the Bylaws of the WGL Delaware shall be the Bylaws of the Surviving Entity, and the directors and any officers of the WGL Delaware in office immediately prior to the Effective Time shall become the directors and officers of the Surviving Entity as of the Effective Time.

1.3 Share Conversion. At the Effective Time each share of Common and Preferred Stock of the WGL Florida outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the WGL Florida or the WGL Delaware, be canceled; and all of the Common and Preferred Stock in the WGL Delaware existing prior to the Merger shall remain outstanding Common and Preferred Stock in the Surviving Entity following the Merger.

2. General.

2.1 Condition to the Merger. The Merger shall have been duly authorized by both the WGL Florida and the WGL Delaware prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware effecting the Merger.

2.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Time, whether before or after adoption and approval of this Agreement, by the vote of either the manager of the WGL Delaware or the board of directors of the WGL Florida. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party nor its respective officers, directors, managers, members or stockholders shall have any liability hereunder.

[Signature page follows.]

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IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

WGL ENTERTAINMENT HOLDINGS, INC.
a Delaware corporation

By: 
Michael S. Pagnano, President

WGL ENTERTAINMENT HOLDINGS, INC.
a Florida corporation

By: 
Michael S. Pagnano, President