

Carson Durrant

Requestor's Name

3705

Address

222-3471

City/State/Zip

Phone #

Office Use Only

FILED
97 DEC 10 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Five Star Productions Inc
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
97 DEC 10 PM 1:39
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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****122.50 ****122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Pls. file attached
provide a certified
copy of same
call when
ready
thanks

S73705

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIVE STAR PRODUCTIONS, INC., a Florida corporation, document number
V15202

INTO

FIVE STAR PRODUCTIONS USA, INC., a Florida corporation, S73705

File date: December 10, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

OF

FIVE STAR PRODUCTIONS, INC.
(a Florida corporation)

WITH AND INTO

FIVE STAR PRODUCTIONS USA, INC.
(a Florida corporation)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Five Star Productions USA, Inc., a Florida corporation, and Five Star Productions, Inc., a Florida corporation, hereby execute and adopt the following Articles of Merger as of October 31, 1997 and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Five Star Productions, Inc. and Five Star Productions USA, Inc. Five Star Productions USA is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated herein by reference as if fully set forth herein.
3. The Plan of Merger was approved by the Board of Directors and the shareholders of each corporation on October 31, 1997.
4. The effective date of the Merger shall be the date of filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Sections 607.1105 and 607.1106 of the Act.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of the date first above written.

FIVE STAR PRODUCTIONS, INC.

By: *S-14* *Pres.*
Scott Woolley
President

FIVE STAR PRODUCTIONS USA, INC.

By: *S-117* *Pres.*
Scott Woolley
President

EXHIBIT A

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization (this "Plan") is entered into as of October 31, 1997 among FIVE STAR PRODUCTIONS, INC., a Florida corporation ("Five Star"), and FIVE STAR PRODUCTIONS USA, INC., a Florida corporation ("Productions USA").

RECITALS

The boards of directors and shareholders of Five Star and Productions USA have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Five Star be merged (the "Merger") with and into Productions USA on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Five Star shall be merged with and into Productions USA in accordance with the Florida Business Corporation Act (the "FBCA"), and the separate existence of Five Star shall cease and Productions USA shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the Articles of Incorporation of Productions USA, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of Productions USA, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the FBCA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of Productions USA shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of Five Star, \$1.00 par value per share (the "Five Star Common Stock"), which shall be issued and outstanding (other than shares of Five Star Common Stock held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive .07625 shares (rounded to the nearest hundredth of a share) of common stock, \$1.00 par value per share, of Productions USA ("Productions USA Common Stock").

B. At the Effective Time, each share of Five Star Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each right to acquire shares of Productions USA Common Stock, to the extent that any such rights exist, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to acquire .07625 shares (rounded to the nearest hundredth of a share) of Productions USA Common Stock.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of Productions USA and Five Star shall vest in the Surviving Corporation, and all liabilities and obligations of Productions USA and Five Star shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term, "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida with respect to the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

FIVE STAR PRODUCTIONS, INC.

By: S-15 Pres
Scott Woolley, President

FIVE STAR PRODUCTIONS USA, INC.

By: S-11 Pres
Scott Woolley, President