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**Delaware**

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Secretary of State  
State of California

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ANGEL GROVE PRODUCTIONS, INC.", A CALIFORNIA CORPORATION,

"INTERPROD, INC.", A CALIFORNIA CORPORATION,

"KIDS ROCK, INC.", A CALIFORNIA CORPORATION,

"LAUREL WAY PRODUCTIONS, INC.", A CALIFORNIA CORPORATION,

"PLAZA PICTURES, INC.", A CALIFORNIA CORPORATION,

"SANSCAPE, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "BVS ENTERTAINMENT, INC." UNDER THE NAME OF "BVS ENTERTAINMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2012, AT 6:32 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0030548

DATE: 12-04-12

**Certificate of Ownership and Merger**

**of**

**Angel Grove Productions, Inc.**

**Interprod, Inc.**

**Kids Rock, Inc.**

**Laurel Way Productions, Inc.**

**Plaza Pictures, Inc.**

**Sandscape, Inc.**

**into**

**BVS Entertainment, Inc.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

BVS Entertainment, Inc. ("BVSE"), a corporation incorporated on July 14, 1989, pursuant to the provisions of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. That BVSE is the holder of all of the issued and outstanding shares of common stock of:

<u>Corporation Name</u>	<u>State of Incorporation</u>
Angel Grove Productions, Inc.	California
Interprod, Inc.	California
Kids Rock, Inc.	California
Laurel Way Productions, Inc.	California
Plaza Pictures, Inc.	California
Sandscape, Inc.	California

(hereinafter collectively referred to as the "Corporations").

2. There are no other classes of stock or equity issued and outstanding related to the Corporations.

3. The laws of the jurisdiction of organization of the Corporations permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. BVSE hereby merges the Corporations into itself.

5. The following is a copy of the resolutions adopted by the Board of Directors of BVSE on November 13, 2012, to merge the said Corporations into BVSE:

WHEREAS, BVS Entertainment, Inc. ("BVSE") is the holder of all of the issued and outstanding capital stock of Angel Grove Productions, Inc.; Interprod, Inc.; Kids Rock, Inc.; Laurel Way Productions, Inc.; Plaza Pictures, Inc.; and Sandscape, Inc., each a California corporation (the "Corporations"); and

WHEREAS, it has been determined that it is advisable and in the best interests of BVSE to merge into itself the Corporations, with BVSE continuing as the surviving entity substantially on the terms and subject to the conditions set forth below; and

WHEREAS, it is intended that each Merger (a) be consummated in accordance with the provisions of Section 253 of the Delaware General Corporation Law and (b) that each Merger shall be treated for U.S. income tax purposes as a complete liquidation within the meaning and for the purposes of Section 332 of the Internal Revenue Code of 1986, as amended (the "Code") and/or a reorganization within the meaning and for the purposes of Section 368(a) of the Code.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of BVSE hereby approves the consummation of the merger of the Corporations with and into BVSE, said merger to become effective as soon as possible;

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

(a) Each share of the common stock of the Corporations which shall be issued and outstanding upon the effective date of the merger, and all rights in respects thereto shall be canceled and no shares of BVSE shall be issued in exchange therefor.

(b) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets, rights and interests of every kind and description of the Corporations shall be transferred to, vested in and devolve upon BVSE without further act or deed.

(c) BVSE shall assume all of the obligations of the Corporations.

(d) The Corporations shall from time to time, as and when requested by BVSE or by its successors or assigns, execute and deliver all such documents and instruments and take any and all such actions necessary or desirable to evidence or carry out the merger.

(e) The effect of the merger is as prescribed by law.

FURTHER RESOLVED, the merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and


FURTHER RESOLVED, that the officers of BVSE be, and each of them hereby is, authorized, empowered and directed in the name of the Corporation, to make such filings, to take any and all such actions and to execute and deliver any and

all such documents and instruments deemed necessary, appropriate or convenient to effectuate the merger; and

FURTHER RESOLVED, that all action taken by any of the proper officers of BVSE, or any person or persons duly authorized by any of them prior to the adoption of these resolutions, which are within the authority hereinabove conferred, be, and they hereby are fully ratified, confirmed, approved and adopted as actions by and on behalf of BVSE.

IN WITNESS WHEREOF, said BVS Entertainment, Inc. has caused this Certificate to be signed by Matthew L. McGinnis, its President, this 24<sup>th</sup> day of November, 2012.

BVS ENTERTAINMENT, INC.

By:   
Matthew L. McGinnis  
Its: President