

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/05/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Daz Productions, Inc.		12/05/2006	CORPORATION: UTAH

RECEIVING PARTY DATA

Name:	Daz Productions, Inc.
Street Address:	12637 South 265 West, Suite 300
City:	Draper
State/Country:	UTAH
Postal Code:	84020
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2379795	BRYCE
Registration Number:	2693255	DAZ
Registration Number:	2859729	MICHAEL
Registration Number:	2458517	MIMIC
Registration Number:	2693254	VICTORIA

CORRESPONDENCE DATA

Fax Number: (650)493-6811
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (650) 493-9300
 Email: trademarks@wsgr.com, clarsen@wsgr.com,
 ahendelman@wsgr.com
 Correspondent Name: Aaron Hendelman, Esq.
 Address Line 1: 650 Page Mill Road
 Address Line 4: Palo Alto, CALIFORNIA 94304-1050

CH \$140.00 2379795

NAME OF SUBMITTER:	Aaron Hendelman
Signature:	/Aaron Hendelman/
Date:	12/13/2006

Total Attachments: 20

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"DAZ PRODUCTIONS, INC.", A UTAH CORPORATION,
WITH AND INTO "DAZ PRODUCTIONS, INC." UNDER THE NAME OF "DAZ PRODUCTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF DECEMBER, A.D. 2006, AT 7:15 O'CLOCK P.M.

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



4260211 8100M

061110793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5259820

DATE: 12-08-06

TRADEMARK

REEL: 003443 FRAME: 0261

CERTIFICATE OF OWNERSHIP AND MERGER

of

DAZ PRODUCTIONS, INC.
(a Utah corporation)

into

DAZ PRODUCTIONS, INC.
(a Delaware corporation)

It is hereby certified that:

1. Daz Productions, Inc. (hereinafter called "*Daz Productions Utah*" or the "*Company*") is a corporation of the State of Utah, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The Company, as the owner of all of the outstanding shares of capital stock of Daz Productions, Inc., a corporation of the State of Delaware (hereinafter called "*Daz Productions Delaware*" or the "*Subsidiary*"), hereby merges itself into Daz Productions Delaware.

3. In accordance with Section 253 of the Delaware General Corporate Law, the Board of Directors (the "*Board*") of Daz Productions Utah adopted resolutions to effect a merger of the Company into the Subsidiary on November 25, 2006, which read as follows:

RESOLVED: That it is deemed advisable and in the best interests of the Corporation and its shareholders, in order to effect the reincorporation of the Corporation in the State of Delaware, that the Subsidiary acquire all of the assets and assume all of the liabilities of the Corporation in a merger (the "*Reincorporation*") of the Corporation with and into the Subsidiary, in which the Subsidiary shall be the surviving corporation (the "*Surviving Corporation*").

RESOLVED: That in order to effect the Reincorporation, the Board hereby deems it advisable and in the best interests of the Corporation and its shareholders to adopt the Agreement and Plan of Merger (the "*Merger Agreement*") in substantially the form attached hereto as **Exhibit A** and hereby adopts and approves the Merger Agreement and recommends to the shareholders of the Corporation that they approve the Merger Agreement.

RESOLVED FURTHER: That the proper officers of the Corporation are hereby authorized and empowered to effect the Reincorporation upon such terms and conditions as are set forth in the Merger Agreement, pursuant to which one share of Common Stock of the Surviving Corporation will be issued for each outstanding share of Common Stock of the Corporation.

RESOLVED FURTHER: That the proper officers of the Corporation are hereby authorized and empowered, subject to approval of the Merger Agreement by the shareholders of the Corporation, to execute and deliver the Merger Agreement to the Subsidiary for and on behalf of the Corporation.

RESOLVED FURTHER: That the officers of the Corporation are hereby authorized and empowered, subject to approval of the Merger Agreement by the shareholders of the Corporation, to file (i) a Certificate of Ownership and Merger, and any related or required documents to be filed with the appropriate governmental offices of the State of Delaware, and (ii) Articles of Merger and any related or required documents to be filed with the appropriate governmental offices of the State of Utah, all in accordance with applicable laws, to consummate the Reincorporation.

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by Daz Productions Utah, the parent Company, in accordance with the laws of the State of Utah.

5. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by Daz Productions Delaware, the Subsidiary, in accordance with the laws of the State of Delaware.

6. The executed Agreement and Plan of Merger between the Company and the Subsidiary is on file at an office of the aforesaid Subsidiary, the address of which is as follows: 12637 South 265 West, Suite 300, Draper, Utah 84020.

Dated as of December 5, 2006.

DAZ PRODUCTIONS, INC.
a Utah corporation

By: Daniel B. Farr
Daniel B. Farr
President

DAZ PRODUCTIONS, INC.
a Delaware corporation

By: Daniel B. Farr
Daniel B. Farr
President

EMMELA
MERGER AGREEMENT

**AGREEMENT AND PLAN OF MERGER OF
DAZ PRODUCTIONS, INC., A DELAWARE CORPORATION, AND
DAZ PRODUCTIONS, INC., A UTAH CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 1, 2006, (the "*Agreement*") is made by and between Daz Productions, Inc., a Delaware corporation ("*Daz Delaware*") and Daz Productions, Inc., a Utah corporation ("*Daz Utah*"). Daz Delaware and Daz Utah are sometimes referred to herein as the "*Constituent Corporations*."

RECITALS

A. Daz Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 1,000,000 shares, consisting of 1,000,000 shares of "Common Stock," with par value of \$0.001 per share. As of the date of this Agreement and Plan of Merger, 100 shares of Common Stock are issued and outstanding.

B. Daz Utah is a corporation duly organized and existing under the laws of the State of Utah and has an authorized capital of 1,000,000 shares, consisting of 1,000,000 shares of "Common Stock," no par value per share. As of the date of this Agreement and Plan of Merger, 248,250 shares of Common Stock are issued and outstanding.

C. The Board of Directors of Daz Utah has determined that, for the purpose of effecting the reincorporation of Daz Utah in the State of Delaware, it is advisable and in the best interests of Daz Utah and its shareholders that Daz Utah merge with and into Daz Delaware upon the terms and conditions herein provided.

D. The Board of Directors of Daz Utah has further determined that it is in the best interests of Daz Utah and its shareholders to approve this Agreement and the transactions contemplated herein and has directed the undersigned officers of Daz Utah to submit this Agreement to its shareholders for adoption and approval. The Board of Directors of Daz Utah has directed the undersigned officers of Daz Utah, upon the approval of this Agreement by the shareholders of Daz Utah, to execute and deliver this Agreement.

E. The Board of Directors of Daz Delaware has approved this Agreement and the transactions contemplated herein and has directed the undersigned officers of Daz Delaware that it be submitted to a vote of its sole stockholder, Daz Utah, for adoption and approval. The Board of Directors of Daz Delaware has directed the undersigned officers of Daz Delaware, upon the approval of this Agreement by the shareholders of Daz Utah, to execute and deliver this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Daz Delaware and Daz Utah hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 **Merger.** In accordance with the provisions of this Agreement, the Delaware General Corporation Law (the "**DGCL**") and the Utah Revised Business Corporation Act (the "**URBCA**"), Daz Utah shall be merged with and into Daz Delaware (the "**Merger**"), the separate existence of Daz Utah (the "**Non-Surviving Corporation**") shall cease and Daz Delaware shall be the surviving corporation (sometimes referred to herein as the "**Surviving Corporation**"), and the name of the Surviving Corporation shall be Daz Delaware, Inc.

1.2 **Filing and Effectiveness.** The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the DGCL and the URBCA;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Ownership and Merger, in the form of **Exhibit A** attached hereto, meeting the requirements of Section 253 of the DGCL, shall have been filed with the Secretary of State of the State of Delaware and the Surviving Corporation and the Non-Surviving Corporation hereby stipulate that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger; and

(d) An executed Articles of Merger, in the form of **Exhibit B** attached hereto, meeting the requirements of Section 16-10a-1105 of the URBCA, shall have been filed with the Utah Division of Corporations and the Surviving Corporation and the Non-Surviving Corporation hereby stipulate that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

The date and time when the Merger shall become effective, pursuant to the provisions of (i) Section 103 of the DGCL and (ii) Section 16-10a-1104 of the URBCA, is herein called the "**Effective Date of the Merger.**"

1.3 **Effect of the Merger.** Upon the Effective Date of the Merger, the separate existence of Daz Utah shall cease and Daz Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by Daz Utah's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Daz Utah in the manner more fully set forth in Section 259 of the DGCL, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Daz Utah as constituted immediately prior to the Effective Date of the Merger and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Daz Utah in the same manner as if Daz Delaware had itself incurred them, all as more fully provided under the applicable provisions of the DGCL and the URBCA.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Daz Delaware as in effect on the Effective Date of the Merger in the jurisdiction of its organization will be the Certificate of Incorporation of the Surviving Corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

2.2 Bylaws. The Bylaws of Daz Delaware on the Effective Date of the Merger in the jurisdiction of its organization will be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

2.3 Directors and Officers. The directors and officers of Daz Utah on the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 Daz Utah Common Shares. Upon the Effective Date of the Merger, each share of Daz Utah Common Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and non-assessable share of Common Stock, with par value of \$0.001 per share, of the Surviving Corporation. No fractional share interests of Surviving Corporation Common Stock shall be issued. In lieu of any fractional shares to which a holder would otherwise be entitled, the Surviving Corporation shall pay cash equal to such fraction multiplied by the fair market value of one share of Common Stock.

3.2 Daz Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, with par value of \$0.001 per share, of Daz Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Daz Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.3 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Daz Utah Common Stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "*Exchange Agent*"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock, as the case may be, into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Daz Utah Common Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock into which such shares of Daz Utah Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Daz Utah so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of the Surviving Corporation's stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise be in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

IV. GENERAL

4.1 Covenants of Daz Delaware. Daz Delaware covenants and agrees that it will:

(a) Qualify to do business as a foreign corporation in the State of Utah by filing an application of authority with the Utah Division of Corporations and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Sections 16-10a-501 and 16-10a-504 of the URBCA;

(b) File any and all documents with the Utah State Tax Commission, necessary for the assumption by Daz Delaware of all of the tax liabilities of Daz Utah; and

(c) Take such other actions as may be required by the URBCA.

4.2 Further Assurances. From time to time, as and when required by Daz Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Daz Utah such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Daz Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Daz Utah and otherwise to carry out the purposes of this Agreement, and the officers and directors of Daz Delaware are fully authorized in the name and on behalf of Daz Utah or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Daz Utah or of Daz Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of Daz Utah or by the stockholders of Daz Delaware, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement (or certificate in lieu thereof) at any time before the Effective Date of the Merger, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (ii) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801 and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 12637 South 265 West, Suite 300, Draper, Utah 84020, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the URBCA.

4.8 FIRPTA Notification.


(a) On the Effective Date of the Merger, Daz Utah shall deliver to Daz Delaware, as agent for the shareholders of Daz Utah, a properly executed statement (the "**Statement**") substantially in the form attached hereto as **Exhibit C**. Daz Delaware shall retain the Statement for a period of not less than seven (7) years and shall, upon request, provide a copy thereof to any person that was a shareholder of Daz Utah immediately prior to the Merger. In consequence of the approval of the Merger by the shareholders of Daz Utah, (i) such shareholders shall be considered to have requested that the Statement be delivered to Daz Delaware as their agent and (ii) Daz Delaware shall be considered to have received a copy of the Statement at the request of the Daz Utah shareholders for purposes of satisfying Daz Delaware's obligations under Treasury Regulation Section 1.1445 2(c)(3).

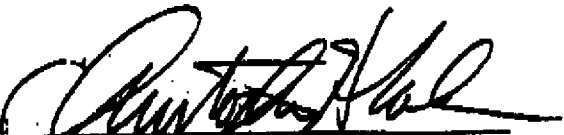
(b) Daz Utah shall deliver to the Internal Revenue Service a notice regarding the Statement in accordance with the requirements of Treasury Regulation Section 1.897 2(h)(2).

[Signature Page Follows]


IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Daz Delaware and Daz Utah is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.


DAZ PRODUCTIONS, INC.
a Delaware corporation

By: 
Daniel B. Farr
President

By: 
Christopher H. Creek
Secretary

DAZ PRODUCTIONS, INC.
a Utah corporation

By: 
Daniel B. Farr
President

By: 
Christopher H. Creek
Secretary

(Signature Page to Merger Agreement)

EXHIBIT A

FORM OF CERTIFICATE OF OWNERSHIP AND MERGER

(Delaware)

CERTIFICATE OF OWNERSHIP AND MERGER

of

DAZ PRODUCTIONS, INC.
(a Utah corporation)

into

DAZ PRODUCTIONS, INC.
(a Delaware corporation)

It is hereby certified that:

1. Daz Productions, Inc. (hereinafter called "*Daz Productions Utah*" or the "*Company*") is a corporation of the State of Utah, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The Company, as the owner of all of the outstanding shares of capital stock of Daz Productions, Inc., a corporation of the State of Delaware (hereinafter called "*Daz Productions Delaware*" or the "*Subsidiary*"), hereby merges itself into Daz Productions Delaware.

3. In accordance with Section 253 of the Delaware General Corporate Law, the Board of Directors (the "*Board*") of Daz Productions Utah adopted resolutions to effect a merger of the Company into the Subsidiary on November 25, 2006, which read as follows:

RESOLVED: That it is deemed advisable and in the best interests of the Corporation and its shareholders, in order to effect the reincorporation of the Corporation in the State of Delaware, that the Subsidiary acquire all of the assets and assume all of the liabilities of the Corporation in a merger (the "*Reincorporation*") of the Corporation with and into the Subsidiary, in which the Subsidiary shall be the surviving corporation (the "*Surviving Corporation*").

RESOLVED: That in order to effect the Reincorporation, the Board hereby deems it advisable and in the best interests of the Corporation and its shareholders to adopt the Agreement and Plan of Merger (the "*Merger Agreement*") in substantially the form attached hereto as Exhibit A and hereby adopts and approves the Merger Agreement and recommends to the shareholders of the Corporation that they approve the Merger Agreement.

RESOLVED FURTHER: That the proper officers of the Corporation are hereby authorized and empowered to effect the Reincorporation upon such terms and conditions as are set forth in the Merger Agreement, pursuant to which one share of Common Stock of the Surviving Corporation will be issued for each outstanding share of Common Stock of the Corporation.

RESOLVED FURTHER: That the proper officers of the Corporation are hereby authorized and empowered, subject to approval of the Merger Agreement by the shareholders of the Corporation, to execute and deliver the Merger Agreement to the Subsidiary for and on behalf of the Corporation.

RESOLVED FURTHER: That the officers of the Corporation are hereby authorized and empowered, subject to approval of the Merger Agreement by the shareholders of the Corporation, to file (i) a Certificate of Ownership and Merger, and any related or required documents to be filed with the appropriate governmental offices of the State of Delaware, and (ii) Articles of Merger and any related or required documents to be filed with the appropriate governmental offices of the State of Utah, all in accordance with applicable laws, to consummate the Reincorporation.

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by Daz Productions Utah, the parent Company, in accordance with the laws of the State of Utah.

5. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by Daz Productions Delaware, the Subsidiary, in accordance with the laws of the State of Delaware.

6. The executed Agreement and Plan of Merger between the Company and the Subsidiary is on file at an office of the aforesaid Subsidiary, the address of which is as follows: 12637 South 265 West, Suite 300, Draper, Utah 84020.

Dated as of December 5, 2006.

DAZ PRODUCTIONS, INC.
a Utah corporation

By: Daniel B. Farr
Daniel B. Farr
President

DAZ PRODUCTIONS, INC.
a Delaware corporation

By: Daniel B. Farr
Daniel B. Farr
President

EXHIBIT B

FORM OF ARTICLES OF MERGER

(Utah)



State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code

Non-Refundable Fee	
Domestic	\$37.00
Foreign	\$37.00

Articles of Merger / Share Exchange

Daz Productions, Inc., a Utah corporation

the non-surviving corporation

Into

Daz Productions, Inc., a Delaware corporation

the surviving corporation

ARTICLE I - Surviving Corporation

Section 1

The name of the corporation surviving the merger is: Daz Productions, Inc.
and such name has has not been changed as a result of the merger.

Section 2

- A. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Utah Revised Business Corporation Act incorporated on _____.
- B. The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware and qualified not qualified to do business in Utah, upon approval of Application for Certificate of Authority.
- C. The effective date of the merger described herein shall be the date upon which these Articles are filed with the Utah Division of Corporations and Commercial Code, or _____.

ARTICLE II - Non-surviving Corporation(s)

The name, state of incorporation, and date incorporation or qualification (if applicable) respectively, of each Utah domestic corporation and Utah qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Daz Productions, Inc. 11/22/2000
Utah Date of Incorporation / Qualification in Utah

Name of Corporation
State of Domicile Date of Incorporation / Qualification in Utah

ARTICLE III - Plan of Merger or Share Exchange

The Plan of Merger or Share Exchange, containing such information as required by Utah Code 16-10a-1101, is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - Manner of Adoption & Vote of Surviving Corporation (must complete Section 1 or 2)

Section 1

Shareholder vote not required.

The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Section 2

Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
Designation of each voting group (i.e. preferred and common)				
Number of outstanding shares				
Number of votes entitled to be cast				
Number of votes represented at meeting				
Shares voted in favor				
Shares voted against				

ARTICLE V - Manner of Adoption & Vote of Non-surviving Corporation (must complete Section 1 or 2)

Section 1

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Section 2

Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on ~~November 21~~, 2006 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B
Designation of each voting group (i.e. preferred and common)		Common Stock	Preferred Stock
Number of outstanding shares			
Number of votes entitled to be cast			
Number of votes represented at meeting			
Shares voted in favor			
Shares voted against			

In Witness Whereof, the undersigned being the Chief Executive Officer of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this day of December 5, 2006.

Daniel B. Farr
Signature

Daniel B. Farr
Printed Name

Mail In:	S.M. Box 146705 Salt Lake City, Utah 84114-6705
Walk In:	160 East 300 South, Main Floor
Corporation's Information Center:	(801) 530-4849
Toll Free Number:	(877) 525-3994 (Utah Residents)
Fax:	(801) 530-6438
Web Site:	http://www.commerce.utah.gov

EXHIBIT C

FORM OF FIRPTA STATEMENT

Daz Productions, Inc.
12637 South 265 West, Suite 300
Draper, Utah 84020

December 1, 2006

TO THE SHAREHOLDERS OF DAZ PRODUCTIONS, INC., A UTAH CORPORATION:

In connection with the reincorporation (the "*Reincorporation*") in Delaware of Daz Productions, Inc., a Utah corporation (the "*Company*"), pursuant to the Agreement and Plan of Merger (the "*Agreement*") dated as of December 1, 2006 between the Company and Daz Productions, Inc., a Delaware corporation and wholly owned subsidiary of the Company ("*Daz Productions Delaware*"), your shares of Company stock will be replaced by shares of stock in DAZ Productions Delaware.

In order to establish that (i) you will not be subject to tax under Section 897 of the Internal Revenue Code of 1986, as amended (the "*Code*"), as a result of the Reincorporation and (ii) Daz Productions Delaware will not be required under Section 1445 of the Code to withhold taxes from the Daz Productions Delaware stock that you will receive in connection therewith, the Company hereby represents to you that, as of the date of this letter, shares of Company stock do not constitute a "United States real property interest" within the meaning of Section 897(c) of the Code and the regulations issued thereunder.

A copy of this letter will be delivered to Daz Productions Delaware pursuant to Section 4.8 of the Agreement.

Under penalties of perjury, the undersigned officer of the Company hereby declares that, to the best knowledge and belief of the undersigned, the facts set forth herein are true and correct.

Sincerely,

DAZ PRODUCTIONS, INC.
a Utah corporation

By: _____
Daniel B. Farr
President

Schedule A

Trademarks

Mark	Class(es)	Country	Registration No.
BRYCE	9	United States	2379795
DAZ	9 & 42	United States	2693255
MICHAEL	9	United States	2859729
MIMIC	9	United States	2458517
VICTORIA	9	United States	2693254

Copyrights

Copyright Title	Country	Registration No.	Registration Date
BRYCE 4	Canada	494920	05/19/1997
BRYCE 4	United States	TX-5-454-341	01/16/2002
BRYCE 5	Canada	494919	11/27/2001
BRYCE 5	United States	TX-5-451-061	01/16/2002