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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/15/04

REF. #: 0631.32875

CORP. NAME: SMARTGATE L.C.

( ) ARTICLES OF INCORPORATION
( ) ARTICLES OF AMENDMENT
( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT
( ) TRADEMARK/SERVICE MARK
( ) FICTITIOUS NAME
( ) FOREIGN QUALIFICATION
( ) LIMITED PARTNERSHIP
( ) LIMITED LIABILITY
( ) REINSTATEMENT
(XX) MERGER
( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION
( ) OTHER:

STATE FEES PREPAID WITH CHECK# 510714 **FOR $** 103.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_______________________ **COST LIMIT: $**________

PLEASE RETURN:

(XX) CERTIFIED COPY
( ) CERTIFICATE OF GOOD STANDING
( ) PLAIN STAMPED COPY
( ) CERTIFICATE OF STATUS

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. SmartGate L.C. 4400 Independence Court Sarasota, Fla 34234	Florida	LLC
Florida Document/Registration Number: L97000000093		FEI Number: 65-0730078
2. Radio Metrix Inc. 4400 Independence Court Sarasota, Fla 34234	Nevada	Corporation
Florida Document/Registration Number:		FEI Number: 01-0682605
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

CR2E080(9/02)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Invisa, Inc.	Nevada	Corporation
4400 Independence Court		
Sarasota, Fla 34234		

Florida Document/Registration Number: F02000003989 FEI Number: 65-1005398

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

____

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
SmartGate, L.C.	[signature]	Herbert M. Lustig, Member
Radio Metrix Inc.	[signature]	Herbert M. Lustig, President
Invisa, Inc.	[signature]	Herbert M. Lustig, President

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

THIS PLAN OF MERGER is hereby adopted on December 14, 2004, by SMARTGATE, L.C., a Florida limited liability company and a wholly owned subsidiary of INVISA, INC., RADIO METRIX INC., a Nevada corporation and a wholly owned subsidiary of INVISA, INC., and INVISA, INC., a Nevada corporation, said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the sole member of SMARTGATE, L.C., the board of directors and sole shareholder of RADIO METRIX, INC., and the board of directors of INVISA, INC. deem it advisable that SMARTGATE, L.C. (the "Disappearing LLC") and RADIO METRIX INC. (the "Disappearing Corporation") be merged into INVISA, INC. (the "Surviving Entity") under the laws of the State of Florida and the State of Nevada in the form and manner provided therefor;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. Agreement to Merge. The Constituent Entities hereby agree that the Disappearing LLC and the Disappearing Corporation shall be merged into the Surviving Entity.

2. Name of Merged Entity. The name of the Surviving Entity shall be "Invisa, Inc."

3. Place of Office of Surviving Entity. The place in the State of Florida where the principal office of the Surviving Entity is to be located is 4400 Independence Court, Sarasota, FL 34234.

4. Purpose of Surviving Entity. The purpose of the Surviving Entity is to engage in any lawful act or activity for which corporations may be formed under the laws of the State of Nevada.

5. <u>Interests in Surviving Entity.</u> The present number of membership units which the Disappearing LLC is authorized to issue is 8,252,857, of which all 8,252,857 membership units are now issued and outstanding to the Surviving Entity, and the present number of shares which the Disappearing Corporation is authorized to issue is 1,000 shares, of $.001 par value, of which all 1,000 shares are now issued and outstanding to the Surviving Entity.

The present number of shares which the Surviving Entity is authorized to have outstanding is 95,000,000, all of which are identical shares and each of which represents the ownership of that percentage of the total shares outstanding at any time.

6. <u>Name and Resident Agent.</u> Mr. Herbert M. Lustig, of 4400 Independence Court, in the City of Sarasota, County of SARASOTA, State of Florida, a natural person and resident of said county, being the county in which the principal office of the Surviving Entity is located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said Surviving Entity, or any of the said Constituent Entities, may be served.

7. <u>Mode of Effecting Merger.</u> The mode of carrying said merger into effect, and the manner and basis for converting the membership units of the Disappearing LLC and the shares of the Disappearing Corporation into shares of the Surviving Entity, shall be as follows:

As of the effective date of the merger, the membership units of the Disappearing LLC and the shares of the Disappearing Corporation shall be cancelled as the Disappearing LLC and the Disappearing Corporation are two wholly owned subsidiaries of the Surviving Entity.

8. <u>Reporting of Assets at Book Value in Accounts of Surviving Entity; Pooling of Interests.</u> The assets of the Disappearing LLC and the Disappearing Corporation shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent

Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. Certificate of Incorporation and By-laws. There shall be no changes or amendments to the Surviving Entity's Certificate of Incorporation and By-laws as a result of this Plan of Merger.

10. Effective Date of Plan. This Plan shall become effective on the later of: (A) December 31, 2004; or (B) the effective date of the filing of the Articles' of Merger with the offices of the Secretaries of State of Florida and Nevada. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Florida Articles of Merger and the Nevada Articles of Merger are attached hereto as Exhibit A and are made a part hereof.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by an authorized member of the Disappearing LLC, by the President or other officer thereunto duly authorized by the Board of Directors and shareholders of the Disappearing Corporation and by the President or other officer thereunto duly authorized by the Board of Directors and shareholders of the Surviving Entity.

SMARTGATE, L.C.

By: ______________________
Name: Herbert M. Lustig
Title: President of Invisa, Inc., sole member

RADIO METRIX INC.

By: ______________________
Name: Herbert M. Lustig
Title: President

INVISA, INC.

By: ______________________
Name: Herbert M. Lustig
Title: President

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))
SUBMIT IN DUPLICATE

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box ☐ and attach an 8 ½" x 11" blank sheet containing the required information for each additional entity.

SmartGate, L.C.
Name of *merging* entity

Florida	Limited Liability Company
Jurisdiction	Entity type *

Radio Metrix Inc.
Name of *merging* entity

Nevada	Corporation
Jurisdiction	Entity type *

Name of *merging* entity

Jurisdiction	Entity type *

Name of *merging* entity

Jurisdiction	Entity type *

and,

Invisa, Inc.
Name of *surviving* entity

Nevada	Corporation
Jurisdiction	Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

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Articles of Merger
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Page 2

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2) *Forwarding address where copies of process may be sent by the Secretary of State of* Nevada (if a foreign entity is the survivor in the merger – NRS 92A.190):

Attn: Mr. Herbert M. Lustig

c/o: Invisa, Inc.

4400 Independence Court

Sarasota, Fla 34234

3) (Choose one)

[X] The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

[ ] The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box [ ] and attach an 8 ½" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from :

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

and, or;

Name of *surviving* entity, if applicable

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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 3

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(b) The plan was approved by the required consent of the owners of *:

SmartGate, L.C.
Name of *merging* entity, if applicable

Radio Metrix Inc.
Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

and, or;

Invisa, Inc.
Name of *surviving* entity, if applicable

* Unless otherwise provided in the *certificate of trust or governing instrument of a business trust*, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

____
Name of *merging* entity, if applicable

____
Name of *merging* entity, if applicable

____
Name of *merging* entity, if applicable

____
Name of *merging* entity, if applicable

and, or;

____
Name of *surviving* entity, if applicable

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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

None.

6) Location of Plan of Merger (check a or b):

_____ (a) The entire plan of merger is attached;

or,

X (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional):** ____________________________

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent – Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 6

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8) **Signatures – Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)***
(If there are more than four merging entities, check box ☐ and attach an 8 ½" x 11" blank sheet containing the required information for each additional entity.):

SmartGate, L.C.
Name of *merging* entity

	Member	12, 14, 04
Signature	**Title**	**Date**

Radio Metrix Inc.
Name of *merging* entity

	President	12, 14, 04
Signature	**Title**	**Date**

Name of *merging* entity

		/ /
Signature	**Title**	**Date**

Name of *merging* entity

		/ /
Signature	**Title**	**Date**

Invisa, Inc.
Name of *surviving* entity

	President	12, 14, 04
Signature	**Title**	**Date**

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.