

F04000003619

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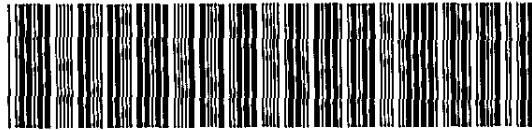
(Business Entity Name)

(Document Number)

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June 28, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Synovate (Miami) Inc. into Synovate, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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

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

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

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

6/30/04

ARTICLES OF MERGER
OF
SYNOVATE (MIAMI) INC.
INTO
SYNOVATE, INC.

FILED
04 JUN 28 PM 4: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNDER SECTION 607.1104 OF
THE FLORIDA BUSINESS CORPORATION ACT

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Sections 607.1105 and 607.1107 of the Act.

FIRST: The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SYNOVATE, INC.	DELAWARE	F04000003619

SECOND: The name and jurisdiction of the merging corporation (the "Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SYNOVATE (MIAMI) INC.	FLORIDA	376496

THIRD: The Plan of Merger (the "Plan of Merger") is attached hereto at Exhibit A.

FOURTH: The merger shall become effective at 11:59 p.m. local Florida time on June 30, 2004.

FIFTH: The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on June 23, 2004, and shareholder approval was not required pursuant to Section 607.1104 of the Act.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on June 23, 2004.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have each caused these Articles of Merger to be executed by its authorized officer, as of this 24 day of June, 2004.

SYNOVATE (MIAMI) INC.

By: 
Name: Rick Carbone
Title: Secretary

SYNOVATE, INC.

By: 
Name: Rick Carbone
Title: Chief Financial Officer

EXHIBIT A

Plan of Merger

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of June 30, 2004, is among SYNOVATE (MIAMI) INC., a Florida corporation, SYNOVATE (NEW YORK) INC., a New York corporation, SYNOVATE MOTORESEARCH, INC., a Delaware corporation (collectively, the "Merging Corporations"), and SYNOVATE, INC., a Delaware corporation (the "Surviving Corporation"), said four corporations being herein sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Surviving Corporation is the owner of 100% of the issued and outstanding capital stock of each of the Merging Corporations; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations deem it desirable and advisable, upon the terms and subject to the conditions stated herein, that the Merging Corporations be merged with and into the Surviving Corporation and that the Surviving Corporation be the surviving corporation with all the shares of the Merging Corporations' capital stock being cancelled, effective as of June 30, 2004 at 11:59 p.m. Eastern Standard Time (the "Effective Date").

NOW, THEREFORE, it is agreed as follows:

SECTION 1 **Terms**

1.1. On the Effective Date, each of the Merging Corporations shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation.

1.2. On the Effective Date all shares of each of the Merging Corporations' capital stock shall be cancelled and each of the Merging Corporations shall cease to exist.

SECTION 2

Names of Constituent Corporations; Outstanding Shares

2.1. The current name of each Constituent Corporation, and its name upon its formation are as follows:

<u>Name of Corporation</u>	<u>Name at Formation of Corporation</u>
Synovate (Miami) Inc.	Strategy Research Corporation
Synovate (Motoresearch) Inc.	Market Facts Motoresearch, Inc.
Synovate (New York) Inc.	Market Facts, Inc.

Synovate, Inc.

Market Facts, Inc.

2.2. As to each Constituent Corporation, the designation, number and voting rights of the outstanding shares of each class and series are as follows:

<u>Name of Corporation</u>	<u>Classes of Stock</u>	<u>Number of Shares</u>
Synovate (Miami) Inc.	Common Stock	4,477,500
Synovate Motoresearch, Inc.	Common Stock	3,000
Synovate (New York) Inc.	Common stock	100
Synovate, Inc.	Common stock	2

SECTION 3

Effective Date: Certificate of Merger

3.1. This Agreement shall be submitted to the stockholders entitled to vote thereon of each of the Constituent Corporations as provided by applicable law in the Constituent Corporation's jurisdiction of domicile. If this Agreement is duly adopted by the requisite votes of such stockholders, a Certificate of Merger (or similar Applicable Document), substantially in the form annexed hereto as Exhibit A (the "Certificate of Merger"), executed in accordance with applicable law of each Constituent Corporation's jurisdiction of domicile, shall be filed with the Secretary of State of such jurisdiction.

3.2. The merger shall become effective on the Effective Date.

3.3. The Certificate of Merger is incorporated herein as if set forth in full herein.

SECTION 4

Covenants and Agreements

4.1. The Merging Corporations covenant and agree that each Merging Corporation will present this Agreement for adoption or rejection by vote of the holders of each Merging Corporation's common stock at a special meeting of stockholders, will furnish to such stockholders such documents and information in connection therewith as is required by law, and will recommend approval of this Agreement by such stockholders.

SECTION 5

Certificate of Incorporation and By-Laws

5.1. The Certificate of Incorporation of the Surviving Corporation in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and in accordance with applicable law.

5.2. The By-Laws of Surviving Corporation in effect on the Effective Date shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and in accordance with applicable law.

SECTION 6
Amendment and Termination

6.1. At any time prior to the filing of this Agreement or the Certificate of Merger, as the case may be, with the Secretary of State of the state of each applicable jurisdiction, this Agreement may be amended by the Boards of Directors of the Constituent Corporations to the extent permitted by applicable law notwithstanding favorable action on the merger by the stockholders of any of the Constituent Corporations.

6.2. At any time prior to the filing of the Certificates of Merger, this Agreement may be terminated and abandoned by the Board of Directors of any Constituent Corporation, notwithstanding favorable action on the merger by the stockholders of any of the Constituent Corporations.

SECTION 7
Miscellaneous

7.1. To the extent permitted by applicable law, this Agreement may be amended by an agreement in writing, before or after the meetings of stockholders of any Constituent Corporation, at any time prior to the Effective Date of the merger, with respect to any of the terms contained herein except the terms of the conversion provided for in Section 1.2.

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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed by its authorized officer, all as of the date first above written.

SYNOVATE (MIAMI) INC.

By: *Anthony Solatz*
Name: Anthony Solatz
Title: Assistant Secretary

SYNOVATE MOTORESEARCH, INC.

By: *Anthony Solatz*
Name: Anthony Solatz
Title: Assistant Secretary

SYNOVATE (NEW YORK) INC.

By: *Anthony Solatz*
Name: Anthony Solatz
Title: Assistant Secretary

SYNOVATE, INC.

By: *Anthony Solatz*
Name: Anthony Solatz
Title: Assistant Secretary