P02000009616

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ARTICLES OF MERGER
OF
SIGN MEDIA SYSTEMS ACQUISITION COMPANY, INC.
INTO
SIGN MEDIA SYSTEMS, INC.

Sections 607.1101-607.1107, Florida Statutes
(Profit Corporations)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number
Sign Media Systems, Inc.	Florida	P02000009616

SECOND: The name and jurisdiction of the merging corporation:

Name	Jurisdiction	Document Number
Sign Media Systems Acquisition Company, Inc.	Florida	P03000129605

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THIRD: The following Plan of Merger was unanimously duly adopted by the Boards of Directors and Stockholders of the Merging Corporation and the Surviving Corporation:

(a) The Merger shall be in accordance with the Florida Business Corporation Act pursuant to Sections 607.1101 – 607.1107, Florida Statutes.

(b) The name and jurisdiction of the surviving corporation is Sign Media Systems, Inc., a Florida Corporation (the "Surviving Corporation").

(c) The name and jurisdiction of the merging corporation is Sign Media Systems Acquisition Company, Inc., a Florida Corporation (the "Merging Corporation").

(d) Upon the Closing of the Plan of Merger, the Surviving Corporation shall immediately cause articles of merger (the "Articles of Merger") to be filed with the Department of State of Florida. For purposes of the Plan of Merger, the date and time the Articles of Merger are received by the Department of State of Florida as evidenced by the official stamp of the Department of State of Florida on the Articles of Merger shall be the effective date and time of the Merger (the "Effective Time").

(e) At the Effective Time, the Merging Corporation shall merge into the Surviving Corporation pursuant to the terms and conditions of the Plan of Merger (the "Merger"), and the separate corporate existence of the Merging Corporation shall thereupon cease, and Surviving Corporation shall be the surviving corporation in the Merger.

(f) At the Effective Time, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

(g) At the Effective Time, the By-laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until amended in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation.

(h) The directors of the Surviving Corporation at the Effective Time shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified or their earlier death, resignation or removal in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation.

(i) The officers of the Surviving Corporation at the Effective Time shall be the officers of the Surviving Corporation until their respective successors are duly elected and qualified or their earlier death, resignation or removal in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation.

(j) At the Effective Time, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Company, each share of the Merging Corporation Stock shall automatically be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(k) The consideration which shall be paid by the Surviving Corporation pro-rata to the stockholders of the Merging Corporation in consideration of the Merger shall be One Hundred Thousand (100,000) shares of the common stock of the Surviving Corporation (the "Purchase Shares").

FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on November 17, 2003.

SIXTH: The Plan of Merger was adopted by the shareholders of the Merging Corporation on November 17, 2003.

SIGN MEDIA SYSTEMS, INC.
THE SURVIVING CORPORATION

ANTONIO F. UCCELLO, III
[redacted] CHAIRMAN/CFO

SIGN MEDIA SYSTEMS ACQUISITION
COMPANY, INC
THE MERGING CORPORATION

DENIS C. TSEKLENIS
PRESIDENT AND CHAIRMAN