

Division of Corporations

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686488

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

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ARTICLES OF MERGER
Merger Sheet

MERGING:

VDS VIDEO SERVICES, INC., a Florida corporation, 686488

INTO

VIDEOMASTERS, INC.. a Virginia entity not qualified in Florida

File date: January 4, 2002

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2002

VDS VIDEO SERVICES, INC.
2200 DUNBARTON DRIVE
SUITE D
CHESAPEAKE, VA 23325US

SUBJECT: VDS VIDEO SERVICES, INC.
REF: 686488

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Please accept our apology for failing to mention this in our previous letter.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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Darlene Connell
Corporate Specialist

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Department of State 12/31/2001 10:56 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 31, 2001

VDS VIDEO SERVICES, INC.
2200 DUNBARTON DRIVE
SUITE D
CHESAPEAKE, VA 23325US

SUBJECT: VDS VIDEO SERVICES, INC.
REF: 686488

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the merging corporation is VDS VIDEO SERVICES, INC. Please remove the reference to a d/b/a.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H01000124641
Letter Number: 201A00067648

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ARTICLES OF MERGER

VIDEOMASTERS, INC., a Virginia corporation ("VIDEOMASTERS"), being validly and legally formed under the laws of the State of Virginia and VDS Video Services, Inc., a Florida corporation ("VDS"), being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

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I. Plan of Merger is:

1. VDS will merge into VIDEOMASTERS, leaving VIDEOMASTERS as the surviving corporation.

2. The terms and conditions of the merger are as follows:

a. The merger will be effective upon issuance of a Certificate of Merger by the Virginia State Corporation Commission (the "Effective Date"). On the Effective Date, the separate existence of VDS shall cease, and VDS shall be merged into VIDEOMASTERS.

b. On the Effective Date, VIDEOMASTERS shall automatically succeed to, without other transfer, and shall possess and enjoy all the rights and powers and be subject to all the restrictions and duties, of both VDS and VIDEOMASTERS. All rights and powers of VIDEOMASTERS and VDS shall, on the Effective Date, become the rights and powers of VIDEOMASTERS and may be enforced by VIDEOMASTERS to the same extent as if such rights and powers had originally belonged to VIDEOMASTERS. Similarly, all debts, obligations and liabilities of VIDEOMASTERS and VDS shall, on the Effective Date, become the debts, obligations and liabilities of VIDEOMASTERS and may be enforced against VIDEOMASTERS to the same extent as if such debts, obligations and liabilities had been incurred or contracted originally by VIDEOMASTERS.

c. The Articles of Incorporation and By-laws of VIDEOMASTERS before the Effective Date shall, without change, be the Articles of Incorporation and By-laws of VIDEOMASTERS after the Effective Date.

d. The directors of VIDEOMASTERS before the Effective Date shall be the directors of VIDEOMASTERS after the Effective Date. Likewise, the officers of VIDEOMASTERS before the Effective Date shall be the officers of VIDEOMASTERS after the Effective Date. Such officers and directors shall serve until their respective successors are duly elected and qualified.

3. The manner and basis for converting the shares of VDS into shares of VIDEOMASTERS are as follows:

a. On the Effective Date, each share of VDS shall be converted into one share of VIDEOMASTERS.

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b. Shareholders of VDS on the Effective Date shall surrender to VIDEOMASTERS all certificates for shares of VDS held by such shareholders as soon as possible after the Effective Date, and VIDEOMASTERS, upon receipt of certificates for shares of VDS, shall issue to such shareholders certificates for the appropriate number of VIDEOMASTERS shares.

c. All shares of VIDEOMASTERS issued and outstanding before the Effective Date shall remain issued and outstanding after the Effective Date as if the merger had not taken place.

4. Except to the extent Virginia law requires compliance with Florida law, this Plan shall be governed by and construed in accordance with Virginia law without regard to its rules of conflicts of law.

II. The effective date of the Merger is the date of issuance of a Certificate of Merger by the Virginia State Corporation Commission.

III. VIDEOMASTERS, Inc. adopted the Plan of Merger on August 1, 2001 by a vote of the shareholders.

IV. VDS Video Services, Inc. adopted the Plan of Merger on August 1, 2001 by a vote of the shareholders.

VIDEOMASTERS, INC.
a Virginia corporation

By Rory M. Graham
its President, Rory M. Graham
and

Rory M. Graham
its Secretary, Rory M. Graham

VDS Video Services, Inc.
a Florida corporation

By Rory M. Graham
its President, Rory M. Graham
and

Rory M. Graham
its Secretary, Rory M. Graham

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