

F020000001959

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Withdrawal

06/28/10--01016--018 **35.00

FILED
2010 JUN 28 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For
6/28/10

1010 De Sérigny Street
Suite 800
Longueuil, Québec
Canada J4K 5C7



June 22, 2010

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE : Epipeline Inc. – F02000001959

Dear Sir or Madam:

Please find enclosed a Withdrawal Form for the above mentioned corporation and a check in the amount of \$35 representing the filing fees of such Form along with a certified copy of the Certificate of Merger involving Epipeline Inc.

For further information, please do not hesitate to communicate with the undersigned.

Yours truly,

A handwritten signature in black ink, appearing to read "Julie Racicot". The signature is fluid and cursive, with the first name "Julie" and last name "Racicot" clearly distinguishable.

Julie Racicot
Paralegal
Mediagrif Interactive Technologies Inc.
Tel: 450-677-8797 ext : 2022
Fax: 450-677-4612

Email: jracicot@mediagrif.com

Encl.

NEW YORK STATE DEPARTMENT OF STATE
Division of Corporations, State Records and UCC
One Commerce Plaza, 99 Washington Avenue, Albany, NY 12231

TO: MEDIAGRIF INTERACTIVE TECHNOLOGIES
C/O HELENE HALLAK VP LEGAL AFFAIRS
1010 DE SERIGNY STREET SUITE 800
LONGUEUIL, QUEBEC CD J4K-5G7

100428001063 (4)

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Epipeline Inc.

(Name of Corporation)

F02000001959

(Document Number of Corporation (if known))

Georgia

(Incorporated Under Laws of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

1010 De Serigny Street, Suite 800

(Mailing Address)

Longueuil, Quebec, Canada, J4K 5G7

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

May 19, 2010

(Date)

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Helene Hallak

(Typed or printed name of person signing)

VP, Legal Affairs & Secretary

(Title of person signing)

FILING FEE \$35

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on April 30, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

100428001063

CERTIFICATE OF MERGER
OF
EPIPELINE INC.
INTO
INTERNATIONAL DATA BASE CORP.

Under Section 904 of the Business Corporation Law

It is certified, upon behalf of each of the constituent corporations named in this Certificate of Merger, as follows:

FIRST: The board of directors of each of the constituent corporations has duly adopted an agreement and plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the domestic constituent corporation, which is to be the surviving corporation, and which is sometimes referred to hereafter as the "surviving corporation", is *International Data Base Corp.* The date upon which its certificate of incorporation was filed by the New York Department of State is September 22, 1983.

THIRD: The name of the foreign constituent corporation, which is being merged into the surviving corporation, and which is sometimes referred to hereafter as the "merged corporation", is *Epipeline Inc.* The jurisdiction of its incorporation is the State of Georgia and the date of its incorporation in Georgia under the name *Rfpexpo Inc.* is June 7, 1999.

No Application for Authority in the State of New York of the merged corporation to transact business as a foreign corporation was filed by the Department of State of the State of New York.

FIFTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

International Data Base Corp.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
common stock	100	common stock	N/A

Epipeline Inc.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
common stock	1,000	common stock	N/A

SIXTH: The merger certified in this Certificate of Merger was authorized in respect of the surviving corporation by written consent of the sole shareholder of all outstanding shares of the corporation in accordance with Section 615 of the Business Corporation Law. Written notice has been given as and to the extent required by Section 615 of the Business Corporation Law.

SEVENTH: The merger certified in this Certificate of Merger was authorized in respect of the merged corporation in accordance with the laws of its jurisdiction of incorporation and is in compliance with said laws.


EIGHTH: Upon the effectiveness of the merger, the certificate of incorporation of the domestic constituent corporation shall become the certificate of incorporation of the surviving corporation; provided, however, that the paragraph FOURTH of said certificate of incorporation, which refers to the number of authorized shares, is amended to read in its entirety as follows:

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1,000) common shares each having a par value of \$0.01.

[REMAINDER OF THE PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger on the 30th day of March, 2010 and affirm the statements contained in this Certificate of Merger as true under penalties of perjury.

**INTERNATIONAL DATA BASE CORP., a
New York Corporation**

By: 
Name: Helene Hallak
Title: Vice President and
Corporate Secretary

EPIPELINE INC., a Georgia Corporation

By: 
Name: Helene Hallak
Title: Vice President and
Corporate Secretary

100428001063

CERTIFICATE OF MERGER
OF
EPIPELINE INC.
INTO
INTERNATIONAL DATA BASE CORP.

Pursuant to Section 904 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 28 2010

TAXS _____

BY B _____

my

Filer: Mediagrif Interactive Technologies Inc.
C/O Helene Hallak, VP, Legal Affairs
1010 De Serigny Street
Suite 800
Longueuil, Quebec, Canada
J4K 5G7
Tel: 450 677-8797

1127