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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*01/10/10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** IRT ACQUISITION CORP.  
Name of Surviving Corporation

*File 1st*

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Melissa

Contact Person

Incorporating Services, Ltd.

Firm/Company

1540 Glenway Drive

Address

Tallahassee, FL 32301

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa

Name of Contact Person

At ( )

656-7956

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
**(Profit Corporations)**

**FILED**  
**2010 MAR -4 PM 3:31**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Document Number</u>
IRT ACQUISITION CORP.	Delaware	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
INTERACTIVE RESPONSE TECHNOLOGIES, INC.	Florida	P93000047972

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date of filing of these Articles of Merger with the Secretary of State.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on **February 17, 2010**.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)


The Plan of Merger was adopted by the shareholders of the merging corporation(s) on **February 23, 2010**.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

**Seventh: SIGNATURES FOR EACH CORPORATION**

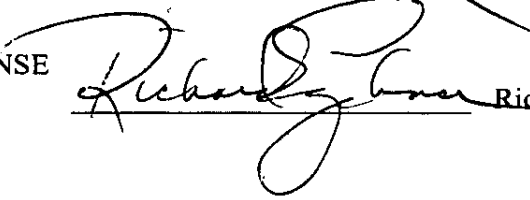
Name of Corporation      Signature of an Officer or Director      Typed or Printed Name of Individual & Title

IRT ACQUISITION CORP.

A handwritten signature in black ink, appearing to read "Warren H. Golden", written over a horizontal line.

Warren H. Golden, President

INTERACTIVE RESPONSE  
TECHNOLOGIES, INC.

A handwritten signature in black ink, appearing to read "Richard Eychner", written over a horizontal line.

Richard Eychner, President

# **PLAN OF MERGER**

## **(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
IRT ACQUISITION CORP.	Delaware

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
INTERACTIVE RESPONSE TECHNOLOGIES, INC.	Florida

**Third:** The terms and conditions of the merger are as follows:

The total purchase price agreed to by the Surviving Corporation and the Merging Corporation, which is to be paid by the Surviving Corporation, is reduced by (i) the amount of indebtedness assumed by the Surviving Corporation and (ii) the established value of certain stock owned by certain executive officers of the Merging Corporation which is being exchanged for securities of the parent corporation of the Surviving Corporation, with the net purchase price being paid in the form of cash and a three year interest bearing promissory note of the Surviving Corporation as described in Section FOURTH below.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The consideration to be paid by the Surviving Corporation, net of the assumption of the indebtedness of the Merging Corporation and the value of the parent securities issued to the Merging Corporation executives, is cash and a three year promissory note of the Surviving Corporation payable to a Stockholders Representative under the Liquidating Trust of the Merging Corporation approved by stockholders. The cash will be used to pay expenses of the transaction and the net will be distributed to the former shareholders of the Merging Corporation. The proceeds of the Note, upon payment to Stockholders Representative under the Liquidating Trust in accordance with the terms of the Note, will be distributed to the former shareholders of the Merging Corporation. The cash portion paid at closing is subject to adjustment after the

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closing based on the Working Capital of the Merging Corporation as of the closing.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

In connection with the merger, Article FIRST of the Certificate of Incorporation of IRT ACQUISITION CORP., the surviving corporation shall be amended to read as follows:

"FIRST: The name of the corporation (hereinafter the "Corporation") is INTERACTIVE RESPONSE TECHNOLOGIES, INC."