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Subject:

From: Patricia Tadlock

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Florida Department of State
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EFFECTIVE DATE
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MERGER OR SHARE EXCHANGE

DMG WORLD MEDIA (USA) INC.

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To: +1 (850) 205-0380
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From: Patricia Tadlock

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ARTICLES OF MERGER
OF
FLORIDA STATE TRADE SHOWS, INC.
AND
DMG WORLD MEDIA (USA) INC.

EFFECTIVE DATE
10-01-07

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Florida State Trade Shows, Inc. with and into dmg world media (USA) inc., with such merger to be effective October 1, 2007, as approved by the Board of Directors of Florida State Trade Shows, Inc. on July 23, 2007 and adopted by the Board of Directors of dmg world media (USA) inc. on July 23, 2007.

SECOND: The merger of Florida State Trade Shows, Inc. with and into dmg world media (USA) inc. is permitted by the laws of the jurisdiction of organization of Delaware and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of dmg world media (USA) inc. was July 23, 2007.

THIRD: Shareholder approval was not required for the merger.

Executed on this 23rd day of July, 2007.

Florida State Trade Shows, Inc.

By: [Signature]
Name: MARK WHITE
Capacity: VICE PRESIDENT

dmg world media (USA) inc.

By: [Signature]
Name: STEVE ALAN
Capacity: VP FINANCE & ASST SECRETARY

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PLAN OF MERGER
OF
FLORIDA STATE TRADE SHOWS, INC.
AND
DMG WORLD MEDIA (USA) INC.

1. dmg world media (USA) inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Florida State Trade Shows, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Florida State Trade Shows, Inc. into dmg world media (USA) inc., pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Delaware, with such merger to be effective of October 1, 2007.

2. The separate existence of Florida State Trade Shows, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and dmg world media (USA) inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Florida State Trade Shows, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of dmg world media (USA) inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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