

**CORPORATE  
ACCESS,  
INC.**

**F990000001688**

236 East 6th Avenue . Tallahassee, Florida 32303

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**merger**

1.) One touch Media International  
(CORPORATE NAME & DOCUMENT #)

2.) One touch Media International  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS** **\*00789,**

**03/30/99**

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**99 MAR 30 AM 11:55  
DIVISION OF CORPORATION  
DEALING**

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ONE TOUCH MEDIA INTERNATIONAL, INC., a Florida corporation  
P98000023522

,

into

ONE TOUCH MEDIA INTERNATIONAL, INC., a Delaware corporation  
F99000001688

File date: March 30, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER  
OF  
ONE TOUCH MEDIA INTERNATIONAL, INC., A FLORIDA CORPORATION,  
INTO  
ONE TOUCH MEDIA INTERNATIONAL, INC., A DELAWARE CORPORATION**

99 MAR 30 PM 4:29  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607 of the Florida Statutes, the following Articles of Merger are executed on the date hereinafter set forth:

**FIRST:** The names of the corporations which are parties to the merger are One Touch Media International, Inc. ("OTM Florida"), a Florida corporation, and One Touch Media International, Inc. ("OTM Delaware"), a Delaware corporation and the surviving corporation.

**SECOND:** The Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") has been duly adopted by unanimous written action of the shareholders of OTM Florida pursuant to Section 607.1104(1) of the Florida Statutes. on 3-26-99 and by the shareholders of OTM Delaware on 3-26-99.

**THIRD:** OTM Delaware is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of OTM Florida.

**FOURTH:** OTM Delaware's principal office is 8924 Lely Island Circle, Naples, Florida 34113.

**FIFTH:** OTM will promptly pay to the dissenting shareholders of OTM Florida the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

**SIXTH:** The Plan of Merger is authorized, in compliance with the General Corporation Law of Delaware, by the Board of Directors of OTM Delaware.

Executed this 26<sup>TH</sup> day of March, 1999.

ONE TOUCH MEDIA INTERNATIONAL, INC.  
(a Florida corporation)

By: Arland E. Hirman  
Arland E. Hirman, President

ONE TOUCH MEDIA INTERNATIONAL, INC.  
(a Delaware corporation)

By: Arland E. Hirman  
Arland E. Hirman, President

## **EXHIBIT A**

### **PLAN OF MERGER**

1. **Names of Corporations.** One Touch Media International, Inc., a Florida corporation ("OTM Florida"), is the owner of all of the outstanding stock of One Touch Media International, Inc., a Delaware corporation ("OTM Delaware").

2. **Merger; Exchange of Stock Certificates.** OTM Florida shall merge with and into OTM Delaware, and OTM Delaware shall be the surviving corporation (the "Surviving Corporation"), effective upon the date that this Plan of Merger or an appropriate Certificate of Merger is filed with the Secretary of State of the State of Delaware, or upon the date that appropriate Articles of Merger are filed with the Secretary of State of the State of Florida, whichever occurs later (the "Effective Date"). On the Effective Date:

(a) The shares of OTM Delaware Common Stock theretofore issued and outstanding shall be retired and canceled.

(b) Each share of OTM Florida Common Stock and Class A Common Stock ("OTM Florida Stock") issued and outstanding shall be, by reason of the Merger and without any action on the part of the holders thereof, be converted into the right to receive 1,000 shares of Common Stock of the Surviving Corporation (rounded down to the nearest whole share) for each share of OTM Florida Stock. Each share of OTM Delaware Common Stock shall be fully paid and nonassessable.

(c) On and after the Effective Date, the holders of OTM Florida Stock shall deliver to OTM Delaware all certificates representing issued and outstanding OTM Florida Stock, and OTM Delaware shall issue and deliver to such holder a certificate or certificates representing the shares of OTM Delaware Common Stock such holder is entitled to receive in the Merger. All of the outstanding certificates which prior to that time represented shares of OTM Florida Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of the Surviving Corporation into which the shares of OTM Florida Stock represented by such certificates have been converted as herein provided. The registered owner on the books and records of OTM Florida of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of the Surviving Corporation evidenced by such outstanding certificate as above provided.

3. **OTM Delaware Certificate of Incorporation and Bylaws.** The Certificate of Incorporation of OTM Delaware, as in effect on the Effective Date, shall continue to be the Certificate of Incorporation of the Surviving Corporation until further amended in accordance with the provisions thereof and applicable law. The Bylaws of OTM Delaware, as in effect on the Effective Date, shall continue to be the Bylaws of the Surviving Corporation without change or amendment until amended in accordance with the provisions thereof and applicable law.

4. **OTM Delaware Directors and Officers.** The directors of OTM Florida on the Effective Date shall become the directors of the Surviving Corporation and continue in office until their successors are elected and qualified, or until their death, resignation, or removal. The officers of OTM Florida on the Effective Date shall become the officers of the Surviving Corporation and continue in office and shall serve at the pleasure of the Board of Directors.