

G74643

(Requestor's Name)

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PICK-UP WAIT MAIL

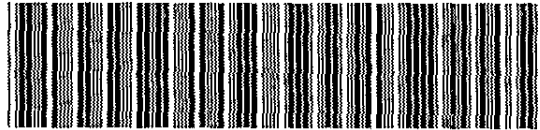
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600036237116

Mersey

05/28/04--01031--010 **35.00

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RECEIVED
04 JUN 28 AM 11:27
TALLAHASSEE, FLORIDA
STATEMENT OF SERVICE
FILED
04 JUN 28 PM 3:08
POF
6/28/04



UCC FILING & SEARCH SERVICES, INC.
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 Tallahassee, Florida 32301
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HOLD
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June 28, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):
 Advantage Sales Carolinas, Inc. into Advantage/Mayer, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

File 1st

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
OF
ADVANTAGE SALES CAROLINAS, INC.
AND
ADVANTAGE/MAYER, INC.

FILED
04 JUN 28 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is a Plan of Merger for merging Advantage Sales Carolinas, Inc. ("Merged Corporation") into Advantage/Mayer, Inc. ("Surviving Corporation"), as approved by the Board of Directors of the parent corporation on June 25, 2004.

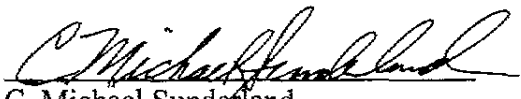
SECOND: The merger of the Merged Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of North Carolina and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Merged Corporation was June 25, 2004.

THIRD: As to the Surviving Corporation, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on June 25, 2004.

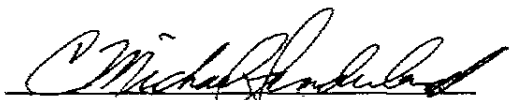
FOURTH: Shareholder approval was not required for the merger.

Executed on this 25th day of June, 2004.

ADVANTAGE SALES CAROLINAS, INC.,
a North Carolina corporation

By: 
C. Michael Sunderland
President

ADVANTAGE/MAYER, INC.

By: 
C. Michael Sunderland
President

PLAN OF MERGER
OF
ADVANTAGE SALES CAROLINAS, INC.
AND
ADVANTAGE/MAYER, INC.

1. Advantage/Mayer, Inc. ("Surviving Corporation"), which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Advantage Sales Carolinas, Inc. ("Merged Corporation"), which is a business corporation of the State of North Carolina, hereby merges Advantage Sales Carolinas, Inc. into Advantage/Mayer, Inc. pursuant to the provisions of the laws of the State of North Carolina and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of the Merged Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and the Surviving Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of the Merged Corporation 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 the Surviving Corporation 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.