

# G74643

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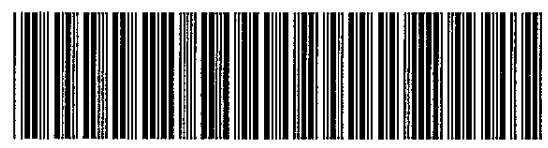
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JUN 30 PM 2:08

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

04 JUN 30 PM 2:04

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*A-R*  
*6/30/04*

**ARTICLES OF MERGER**  
**OF**  
**DEROSE SEAWAY MARKETING, INC.**  
**(a New York corporation)**  
**JOE DELL BROKERAGE, INC.,**  
**(a Virginia corporation)**  
**RME ENTERPRISES, INC.,**  
**(a Maryland corporation)**  
**and**  
**SAUNDERS & ASSOCIATES, INC.**  
**(a Tennessee corporation)**  
**INTO**  
**ADVANTAGE/MAYER, INC.**  
**(a Florida corporation)**

**FILED**  
04 JUN 30 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

The following articles of merger are submitted pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA").

**FIRST:** The name of the surviving corporation is Advantage/Mayer, Inc. ("Mayer" or "Surviving Corporation"). The Surviving Corporation is a corporation organized under the laws of the State of Florida.

**SECOND:** The names and jurisdictions of each of the merging corporations (the "Merging Corporations") are:

<u>Name</u>	<u>Jurisdiction</u>
DeRose Seaway Marketing, Inc.	New York
Saunders & Associates, Inc.	Tennessee
Joe Dell Brokerage, Inc.	Virginia
RME Enterprises, Inc.	Maryland

**THIRD:** Annexed hereto and made a part hereof is the plan of merger (the "Plan of Merger") for merging the Merging Corporations with and into Mayer, with Mayer as the Surviving Corporation (the "Merger").

**FOURTH:** The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Time").

FIFTH: The Plan of Merger was adopted by the board of directors of the Surviving Corporation on June 29, 2004 and shareholder approval was not required pursuant to Section 607.1104.

SIXTH: The Plan of Merger was adopted by DeRose Seaway Marketing, Inc., Joe Dell Brokerage, Inc., and RME Enterprises, Inc. on June 29, 2004.

SEVENTH: The Plan of Merger was adopted by the board of directors of Saunders & Associates, Inc. on June 29, 2004 and shareholder approval was not required pursuant to the laws of the state of its organization.

Executed on June \_\_, 2004.

**SURVIVING CORPORATION:**

**ADVANTAGE/MAYER, INC.**

By: 

Name: John D. Shulman

Capacity: President

**MERGED CORPORATIONS:**

**DEROSE SEAWAY MARKETING, INC.**

By: 

Name: John D. Shulman

Capacity: President

**JOE DELL BROKERAGE, INC.**

By: 

Name: John D. Shulman

Capacity: President

**RME ENTERPRISES, INC.**

By: 

Name: John D. Shulman

Capacity: President

**SAUNDERS & ASSOCIATES, INC.**

By: 

Name: John D. Shulman

Capacity: President

## PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1104 of the Florida Business Corporation Act (the "FBCA") and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name of the parent corporation owning 100 percent (100%) of the outstanding shares of each class of the Subsidiary Corporations, as defined below, is Advantage Sales & Marketing Inc., a California corporation.

2. The names and jurisdictions of each subsidiary corporation (each a "Subsidiary Corporation" and collectively, the "Subsidiary Corporations") are:

<u>Name</u>	<u>Jurisdiction</u>
Advantage/Mayer, Inc.	Florida
DeRose Seaway Marketing, Inc.	New York
Saunders & Associates, Inc.	Tennessee
Joe Dell Brokerage, Inc.	Virginia
RME Enterprises, Inc.	Maryland

3. DeRose Seaway Marketing, Inc. ("Seaway"), Joe Dell Brokerage, Inc. ("Joe Dell"), RME Enterprises, Inc. ("RME"), and Saunders & Associates, Inc. ("Saunders" and collectively with Seaway, Joe Dell and RME are each a "Merging Corporation" and collectively the "Merging Corporation") shall be merged with and into Advantage/Mayer, Inc., a Florida corporation ("Mayer"), with Mayer as the surviving corporation (the "Surviving Corporation") upon the terms and subject to the conditions of this Plan of Merger (the "Merger") and in accordance with the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the laws of any other applicable jurisdiction of incorporation.

4. The separate existence of each Merging Corporation shall cease at the effective time and date of the Merger and Mayer shall continue its existence as the Surviving Corporation and shall assume the liabilities and obligations of each Merging Corporation pursuant to the provisions of the FBCA and the laws of any other applicable jurisdiction of incorporation.

5. At the effective time and date of the Merger, each share of common stock of a Merging Corporation issued and outstanding immediately prior to the effective time and date of the Merger shall be cancelled in consideration of the enhanced value of the outstanding shares of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. If applicable, shareholders of the Subsidiary Corporations, who, except for the applicability of section 607.1104 of the FCBA would be entitled to vote and who dissent from the merger pursuant to section 607.1320 of the FCBA may be entitled, if they comply with the provisions of chapter 607 of the FCBA regarding the rights of dissenting shareholders, to be paid the fair value of their shares.