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PICK-UP WAIT MAIL

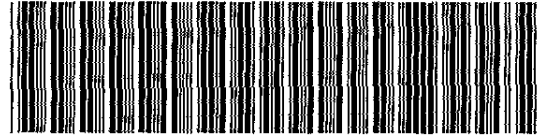
(Business Entity Name)

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Merge

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 23 PM 2:15

FILED

CIVIL DIVISION

06 MAR 23 PM 9:40

REGISTRATION

*ADR
3/23/06*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 929194 4326237
AUTHORIZATION : *[Handwritten Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : March 20, 2006
ORDER TIME : 9:36 AM
ORDER NO. : 929194-025
CUSTOMER NO: 4326237

ARTICLES OF MERGER

ADVANTAGE/MAYER, INC.

INTO

ADVANTAGE SALES & MARKETING
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

**STATE OF FLORIDA
ARTICLES OF MERGER OF**

**Advantage/Mayer, Inc.
(Merged Corporation)
a Florida corporation**

INTO

**Advantage Sales & Marketing Inc.
(Surviving Corporation)
a California corporation**

Pursuant to Florida Statute §607.1104, the undersigned corporations adopt the following Articles of Merger:

FIRST: Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging (the "Merger") Advantage/Mayer, Inc., a Florida corporation (the "Merged Corporation"), with and into Advantage Sales & Marketing Inc., a California corporation (the "Surviving Corporation").

SECOND: The Plan of Merger was adopted by the Board of Directors of Surviving Corporation on March 21, 2006.

THIRD: Approval by the Shareholders of the Surviving Corporation was not required.

FOURTH: Approval by the Shareholders and the Board of Directors of Merged Corporation was not required.

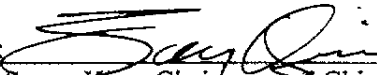
SIXTH: The effective time and date of the merger herein provided for in the State of Florida shall be effective when accepted for filing.

**FILED
06 MAR 23 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 22nd day of March, 2006.

SURVIVING CORPORATION:

ADVANTAGE SALES & MARKETING INC.

By: 
Sonny King, Chairman and Chief Executive Officer

MERGED CORPORATION:

ADVANTAGE/MAYER, INC.

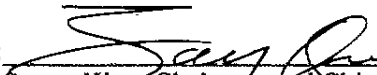
By: 
Sonny King, Chairman and Chief Executive Officer

EXHIBIT A

PLAN OF MERGER

1. The name and domicile of the parties to this Plan of Merger are Advantage/Mayer, Inc., a business corporation organized under the laws of the State of Florida (the "Subsidiary") and Advantage Sales & Marketing Inc., a California corporation (the "Parent" and together with the Subsidiary, the "Constituent Corporations" and each a "Constituent Corporation").

2. The Subsidiary shall be merged with and into the Parent, with the Parent as the surviving entity (the "Surviving Entity") 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 provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. At the Effective Time, as defined below, (a) the issued shares of capital stock of the Surviving Entity shall not be converted in any manner, but each said share which is issued as of the Effective Time, shall continue to represent one issued share of the Surviving Entity and (b) by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and retired and shall cease to exist in consideration of the benefits accruing by reason of the Merger to the Surviving Entity.

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

5. The Merger shall become effective at the time set forth in the articles of merger (the "Effective Time").