

J93816

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July 2, 1999

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

100002924421--6
-07/07/99--01001--022
*****70.00 *****70.00

Re: DPM Direct, Inc./ Direct Mail Express Inc.
Articles of Merger

Dear Secretary of State:

Enclosed please find an original and a copy of the Articles of Merger for the above referenced corporations along with a check in the amount of \$70.00 (\$35.00 for each corporation) for the filing fee. Please return the articles to

Robert L. Underwood
3900 City of Oaks Wynd
Raleigh, NC 27612

MAIL-OUT →

Merger

Respectfully submitted,

Robert L. Underwood
Robert L. Underwood

V. SHEPARD JUL 13 1999

FILED
99 JUL -6 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL -6 AM 8:17

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

P M DIRECT, INC., a Florida corporation, P96000087121

INTO

DIRECT MAIL EXPRESS, INC., a Florida corporation, J93816.

File date: July 6, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105, F.S., the undersigned Florida corporations have adopted Articles of Merger for the purpose of merging them into one such corporation:

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99 JUL -6 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Plan of Merger was approved by each of the undersigned corporations, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
 - (a) The Plan of Merger was adopted by **PM DIRECT, INC.** by unanimous written consent of the Directors and Shareholders on June 30, 1999.
 - (b) The Plan of Merger was adopted by **DIRECT MAIL EXPRESS, INC.** by unanimous written consent of the Directors and Shareholders on June 30, 1999.
3. The name of the surviving corporation is **DIRECT MAIL EXPRESS, INC.**, a Florida corporation.
4. The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 607.1103 F.S. and with the Articles of Incorporation and By-Laws of the undersigned corporations.
5. The effective date of the merger is the date on which the Certificate of Merger is issued by the Florida Department of State.

DATED: 6/30/99

ATTEST:

Secretary

PM DIRECT, INC.

Michael Panaggio
Michael Panaggio
Director/Shareholder

Michael Wether
Michael Wether

President/Shareholder/Director

ATTEST:

Secretary

DIRECT, MAIL EXPRESS, INC.

Michael Panaggio
Michael Panaggio

President/Director/Shareholder

MERGER AGREEMENT

Agreement made this 30th DAY OF June, 1999, between **PM DIRECT, INC.**, a corporation organized under the laws of the State of Florida, having its principal office at 2441 Bellevue Avenue, Daytona Beach, Florida 32144, and **DIRECT MAIL EXPRESS, INC.**, a corporation organized under the laws of the State of Florida, having its principal office and place of business at 2441 Bellevue Avenue, Daytona Beach, Florida 32144.

RECITALS

The respective Directors and Shareholders of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that **PM DIRECT, INC.** be merged into **DIRECT MAIL EXPRESS, INC.**

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106, Florida Statutes, that **PM DIRECT, INC.** shall be merged into **DIRECT MAIL EXPRESS, INC** as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger and the method of carrying it into effect.

SECTION ONE DIRECT MAIL EXPRESS, INC TO BE SURVIVING CORPORATION

PM DIRECT, INC. shall be merged into **DIRECT MAIL EXPRESS, INC** and the corporate existence of **PM DIRECT, INC.** shall cease and the corporate existence of **DIRECT MAIL EXPRESS, INC** shall continue under the name of **DIRECT MAIL EXPRESS, INC**, which shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and **DIRECT MAIL EXPRESS, INC** shall become the subject to all the debts and liabilities of the constituent corporations in the same manner as if **DIRECT MAIL EXPRESS, INC** had itself incurred them.

SECTION TWO PRINCIPAL OFFICE

The principal office of **DIRECT MAIL EXPRESS, INC** shall remain the principal office of the corporation following this merger.

SECTION THREE OBJECTS AND PURPOSES

The nature of the business and purposes proposed to be transacted and carried on by the corporation following the merger remain the same as prior to the merger, as provided in Chapter 607, Florida Statutes.

SECTION FOUR ARTICLES OF INCORPORATION

The Articles of Incorporation of **DIRECT MAIL EXPRESS, INC** shall not be amended and shall continue to be the Articles of Incorporation of the surviving corporation.

SECTION FIVE BY-LAWS

The present By-Laws of **DIRECT MAIL EXPRESS, INC** insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION SIX NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who constitute the Board of Directors of **DIRECT MAIL EXPRESS, INC**, following merger, and who shall hold office until the first annual meeting of the shareholders of **DIRECT MAIL EXPRESS, INC** following merger, are as follows:

<u>Name</u>	<u>Address</u>
MICHAEL PANAGGIO	2441 Bellevue Avenue, Daytona Beach, Florida 32144
MICHAEL WALTHER	2441 Bellevue Avenue, Daytona Beach, Florida 32144
KATHY WISE	2441 Bellevue Avenue, Daytona Beach, Florida 32144
TOM PANAGGIO	2441 Bellevue Avenue, Daytona Beach, Florida 32144

**SECTION SEVEN
EXTRAORDINARY TRANSACTIONS**

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this agreement.

**SECTION EIGHT
REGISTERED AGENT OF SURVIVING CORPORATION**

The individual hereinafter named shall be the registered agent to the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands may be served:

<u>Name</u>	<u>Address</u>
MICHAEL PANAGGIO	2441 Bellevue Avenue, Daytona Beach, Florida 32144

**SECTION NINE
ASSETS OF DISAPPEARING CORPORATION**

All property, real, personal and mixes and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **PM DIRECT, INC.** shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

**SECTION TEN
LIABILITIES OF DISAPPEARING CORPORATION**

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or

proceeding pending by or against **PM DIRECT, INC.** may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

SECTION ELEVEN EFFECTIVE DATE OF AGREEMENT

This Agreement shall become effective on June 30, 1999 or the date of filing of the Articles of Merger with the Office of the Secretary of State.

SECTION TWELVE OFFICERS OF SURVIVING CORPORATION

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

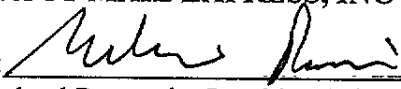
Chairman:	MICHAEL PANAGGIO
President:	MICHAEL WALTHER
Secretary:	KATHY WISE
Treasurer:	TOM PANAGGIO

SECTION THIRTEEN CONVERSION OF SHARES

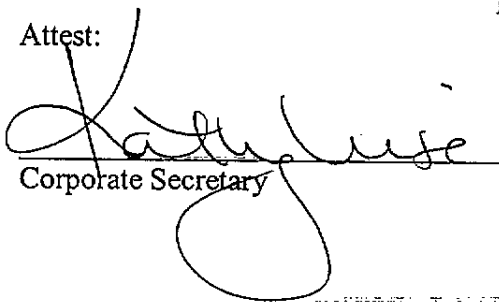
The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of common stock of **PM DIRECT, INC.** outstanding on the effective date of the merger shall thereupon, without further action, become one share of common stock of **DIRECT MAIL EXPRESS, INC.** Further, after this merger, **DIRECT MAIL EXPRESS, INC.** shares shall be owned in the amount of ninety-two and one-half (92.5) shares by MICHAEL PANAGGIO and seven and one-half (7.5) shares by Michael Walther.

IN WITNESS WHEREOF, the directors and shareholders, or a majority thereof, of **PM DIRECT, INC.** and the directors and shareholders, or a majority thereof of **DIRECT MAIL EXPRESS, INC** have caused this agreement to be executed under their respective corporate seals on the day and year first above written.

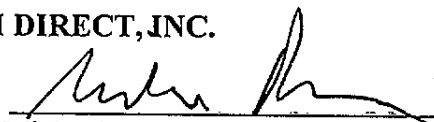
DIRECT MAIL EXPRESS, INC

By: 
Michael Panaggio, President/Director/Shareholder

Attest:

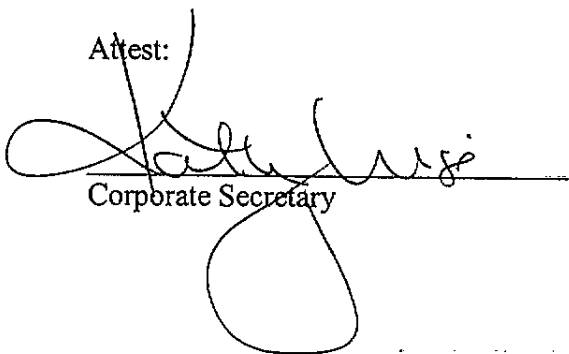

Corporate Secretary

PM DIRECT, INC.

By: 
Michael Panaggio, Director/Shareholder

By: 
Michael Walther, Shareholder/Director/President

Attest:


Corporate Secretary

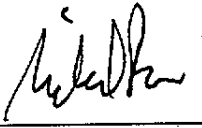
**Certificate Designating Registered Office
for the Service of Process Within the
State of Florida, and Naming the Registered
Agent Upon Whom Process May be Served**

In compliance with §48.091 and 607.0501 of the Florida Statutes, and as reflected in the Plan of Merger between **PM DIRECT, INC.** and **DIRECT MAIL EXPRESS, INC.**, and the Articles of Merger, the following is submitted:

1. That DIRECT MAIL EXPRESS, INC under the laws of the State of Florida, with its principal place of business in the County of Valusia, State of Florida, has named MICHAEL PANAGGIO, located at 2441 Bellevue Avenue, Daytona Beach, Florida 32144 as its Registered Agent to accept service of process within the State of Florida.

DATED: 6/30/99

DIRECT MAIL EXPRESS, INC

By: 

MICHAEL PANAGGIO, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 6/30/99

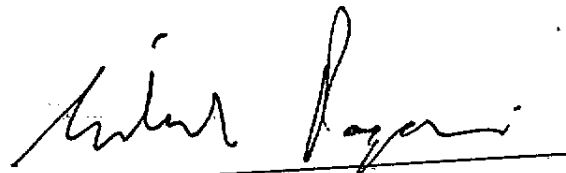


MICHAEL PANAGGIO

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
DIRECT MAIL EXPRESS, INC.**

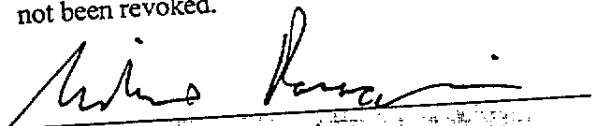
Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of DIRECT MAIL EXPRESS, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: 6/30/99


Michael Panaggio

Certification by Corporate Secretary

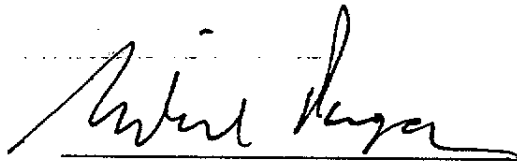
I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: 6/30/99

**ACTION BY WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
PM DIRECT, INC.**

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of PM DIRECT, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

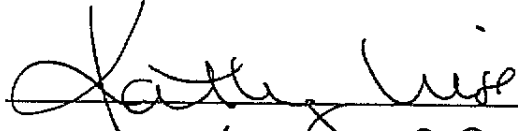
DATED: 6/30/99


Micheal Panaggio


Michael Walther

Certification by Corporate Secretary

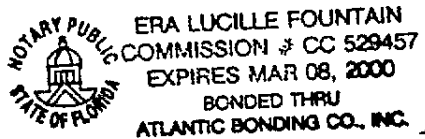
I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.


DATED: 6-30-99

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Michael Panaggio, of PM DIRECT, INC. who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 30th
day of June, 1999.



Era Lucille Fountain

Notary Public

Era Lucille Fountain

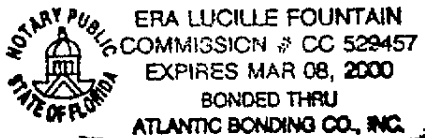
(Print or Type Name)

Commission Number: CC 529457

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Michael Walther, of PM DIRECT, INC. who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 30th
day of June, 1999.



Era Lucille Fountain

Notary Public

Era Lucille Fountain

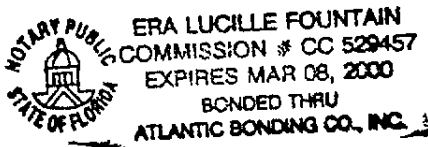
(Print or Type Name)

Commission Number: CC 529457

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Michael Panaggio, of DIRECT MAIL EXPRESS, INC, who is personally known to me or who has produced _____ as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 30th
day of June, 1999.



Era Lucille Fountain
Notary Public
Era Lucille Fountain
(Print or Type Name)
Commission Number: CC 529457