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MERGER OR SHARE EXCHANGE

MDI ACHIEVE, INC.

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MDI Achieve, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MDI Achieve (Florida), Inc.	Florida	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 08 / 30 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 27, 2008 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 27, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

MDI Achieve, Inc.

~~resources~~

Marc P. Brunet

Chief Financial Officer, Secretary, Treasurer

MDI Achieve (Florida), Inc.

W. J. M. M.

Marc P. Brunet

Chief Financial Officer, Secretary, Treasurer

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), dated as of the 27th day of June, 2008, is made by and between MDI Achieve, Inc., a Delaware corporation ("MDI"), and MDI Achieve (Florida), Inc. ("MDI Florida"), a Florida corporation.

1. **The Merger, Surviving Entity.** As of the Effective Time (as defined below), MDI Florida shall merge with and into MDI in accordance with the terms of this Agreement. MDI shall be the surviving entity (the "Surviving Entity") and the separate corporate existence of MDI Florida shall cease.
2. **Effective Time of Merger.** Subject to the terms and conditions of this Agreement and applicable law, the Merger shall become effective as of the close of business on June 30, 2008 (the "Effective Time").
3. **Certificate of Incorporation.** The Certificate of Incorporation and Bylaws of MDI, as in effect immediately prior to the Effective Time, shall constitute and shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the Surviving Entity, until amended in accordance with their respective terms or applicable law.
4. **Manner of Converting Shares.** As of the Effective Time, all of the issued and outstanding shares of the capital stock of MDI Florida shall automatically and by operation of law be surrendered to and cancelled by the Surviving Entity and no consideration shall be issued in respect thereof. All certificates evidencing ownership of such shares shall be void and of no effect.
5. **Closing of Stock Transfer Books.** As of the Effective Time, the stock transfer books of MDI Florida shall be closed, and there shall be no further registration or transfer of any shares of capital stock of MDI Florida thereafter on the records of MDI Florida.
6. **Effect of Merger.** As of the Effective Time, the Merger shall have the effect set forth in Section 607.1101 of the Florida Business Corporation Act.
7. **Rights of Shareholders.** As of the Effective Time, those shareholders of MDI Florida who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

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IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

MDI:

MDI ACHIEVE, INC.

By: 

Name: Marc P. Brunet

Title: Chief Financial Officer, Secretary and Treasurer

MDI FLORIDA:

MDI ACHIEVE (FLORIDA), INC.

By: 

Name: Marc P. Brunet

Title: Chief Financial Officer, Secretary and Treasurer

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