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**K01229**

Florida Department of State  
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From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
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*0626.3274*

**MERGER OR SHARE EXCHANGE**

**FYI CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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*Manager  
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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 24, 2004

FYI VISUAL, INC.  
780 S APOLLO BLVD  
ATTN: VP FINANCE  
MELBOURNE, FL 32901US

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

SUBJECT: FYI VISUAL, INC.  
REF: K01229

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2004 corporate annual report/uniform business report form. To reinstate, the corporation must submit a completed reinstatement application or a current corporate annual report/uniform business report form and the appropriate fees.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Maryanne Dickey  
Document Specialist

FAX Aud. #: B04000234256  
Letter Number: 304A00066720

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ARTICLES OF MERGER OF  
FYI VISUAL, INC.  
A FLORIDA CORPORATION

AND

FYI CORPORATION  
A DELAWARE CORPORATION

I.

Effective as of this 23rd day of November, 2004, the names and jurisdictions of organization of each constituent business entity that is merging are FYI Visual, Inc., a Florida corporation, the merging company, and FYI Corporation, a Delaware corporation, the surviving company.

II.

The name of the surviving company shall be FYI Corporation.

III.

The Agreement and Plan of Merger is attached hereto as Exhibit A.

IV.

The Agreement and Plan of Merger was duly approved, adopted, certified, executed and acknowledged by the Board of Directors of FYI Visual, Inc., in accordance with Chapter 607 of the Florida Statutes, on March 10, 2004, and shareholder approval was not required.

V.

The Agreement and Plan of Merger was duly approved, adopted, certified, executed, and acknowledged by the Board of Directors and shareholders of FYI Corporation on March 10, 2004.

VI.

Pursuant to the Agreement and Plan Merger, the merger of FYI Visual. And FYI Corporation. shall be effective as of the date these Articles of Merger have been filed with the Department of State of the State of Florida.

[SIGNATURES COMMENCE ON THE FOLLOWING PAGE]

#1126138 v2 - FYI/Articles of Merger

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TALLAHASSEE, FLORIDA

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**IN WITNESS WHEREOF**, the constituent companies have each caused these Articles of Merger to be executed on their respective behalves by their duly authorized officers effective as of the day and year first above written.

**FYI VISUAL, INC.**

By: 

Name: Kerry Gilger

Title: Chief Executive Officer

**FYI CORPORATION**

By: 

Name: Kerry Gilger

Title: Chief Executive Officer

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**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

See attached.

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### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated March 10, 2004 (the "Agreement"), is entered into between FYI VISUAL, INC., a Florida corporation ("FYI Visual"), and FYI CORPORATION, a Delaware corporation ("FYI Corp.").

### BACKGROUND

A. FYI Visual has an aggregate authorized capital stock of 5,000,000 shares of common stock, \$0.01 par value per share, of which, as of March 10, 2004, 1,261,729 shares were duly issued and outstanding.

B. FYI Corp. has an aggregate authorized capital stock of 100 shares of common stock, \$0.001 par value per share, of which, as of March 10, 2004, 100 shares of common stock were duly issued and outstanding and held by FYI Visual.

C. The respective Boards of Directors of FYI Visual and FYI Corp. believe that it is in the best interests of FYI Visual and FYI Corp. and their respective shareholders to consummate the merger of FYI Visual with and into FYI Corp. under and pursuant to the provisions of this Agreement, the Delaware General Corporation Law (the "DGCL"), and the Florida Business Corporation Act (the "Florida Act").

### TERMS

In consideration of the mutual agreements contained in this Agreement, the parties agree as set forth below.

1. Merger. FYI Visual shall be merged with and into FYI Corp. (the "Merger").
2. Effective Time. The Merger shall become effective immediately upon the later of the filing of this Agreement or a certificate of ownership and merger with the Secretary of State of Delaware in accordance with the DGCL and the filing of a certificate of merger with the Secretary of State of Georgia in accordance with the Florida Act. The time of such effectiveness is hereinafter called the "Effective Time."
3. Surviving Corporation. FYI Corp. shall be the surviving corporation of the Merger (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware. At the Effective Time, the separate corporate existence of FYI Visual shall cease.
4. Certificate of Incorporation. Except as provided in Section 4 above, the Certificate of Incorporation of FYI Corp. as it exists at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation immediately following the Effective Time, unless and until the same shall thereafter be amended or repealed in accordance with the DGCL.
5. Bylaws. The Bylaws of FYI Corp. as they exist at the Effective Time shall be the Bylaws of the Surviving Corporation immediately following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions of such Bylaws and the DGCL.
6. Board of Directors and Officers. The members of the Board of Directors of FYI Corp. immediately prior to the Effective Time shall be the Board of Directors of the Surviving Corporation immediately following the Effective Time. The officers of FYI Corp. immediately prior to the Effective Time shall be the officers of the Surviving Corporation immediately following the Effective Time.

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Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of FYI Corp., or until their respective successors are elected and qualified.

7. Cancellation of Outstanding FYI Corp. Stock. At the Effective Time, the one hundred (100) shares of common stock of FYI Corp. presently issued and outstanding shall automatically be cancelled, and no shares of common stock of FYI Corp. or other securities of FYI Corp. shall be issued in respect thereof.

8. Conversion of Outstanding FYI Visual Stock. At the Effective Time, each issued and outstanding share of common stock of FYI Visual and all rights in respect thereof shall automatically and without further action by any person be converted into one (1) fully-paid and nonassessable shares of common stock of FYI Corp., and each certificate representing shares of common stock of FYI Corp. shall for all purposes be deemed to evidence the ownership of the same number of shares of common stock of FYI Visual as are set forth in such certificate. After the Effective Time, each holder of an outstanding certificate representing shares of common stock of FYI Visual may (but will not be required to), at such shareholder's option, surrender the same to FYI Corp. for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate(s) evidencing the ownership of common stock of FYI Corporation determined by multiplying the number of shares of common stock represented by the FYI Visual certificate(s) surrendered to FYI Corporation by one (1).

9. Rights and Liabilities of FYI Visual. At and after the Effective Time, and all in the manner of and as more fully set forth in the DGCL and the Florida Act, the title to all real estate and other property, or any interest therein, owned by each of FYI Visual and FYI Corp. shall be vested in FYI Corp. without reversion or impairment; FYI Corp. shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of FYI Visual and FYI Corp. without reversion or impairment; FYI Corp. shall thereafter be responsible and liable for all of the liabilities and obligations of each of FYI Visual and FYI Corp.; any claim existing or action or proceeding pending by or against FYI Visual and FYI Corp. may be continued as if the Merger did not occur or FYI Corp. may be substituted for FYI Visual in the proceeding; neither the rights of creditors nor any liens upon the property of FYI Visual and FYI Corp. be impaired by the Merger; and FYI Corp. shall indemnify and hold harmless the officers and directors of each of the parties to this Agreement against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

10. Termination. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of FYI Visual and FYI Corp. at any time prior to the Effective Time, whether before or after approval by the shareholders of either or both of the parties to this Agreement.

11. Amendment. The Boards of Directors of the parties to this Agreement may amend this Agreement at any time prior to the Effective Time; provided that an amendment made subsequent to the approval of this Agreement by the shareholders of either of the parties to this Agreement shall not: (a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Certificate of Incorporation of FYI Corp., or (c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either party to this Agreement.

12. Registered Office. The registered office of FYI Corp. in the State of Delaware is located at 615 South DuPont Highway, City of Dover, County of Kent, and National Corporate Research, Ltd. is the registered agent of FYI Visual at such address.

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13. Inspection of Agreement. Executed copies of this Agreement will be on file at the principal place of business of FYI Visual at 100 Rialto Place, Suite 200, Melbourne, Florida 32901. A copy of this Agreement shall be furnished by FYI Corp., on request and without cost, to any shareholder of either FYI Visual or FYI Corp.

14. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

15. Service of Process. On and after the Effective Time, FYI Corp. agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of FYI Corp. or FYI Visual arising from the Merger.

16. Designation of Delaware Secretary of State as Agent for Service of Process. At and after the Effective Time, FYI Corp. irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceeding to enforce the rights of any shareholders of FYI Visual or FYI Corp. arising from the Merger. The Delaware Secretary of State is requested to mail a copy of any such process to FYI Visual at 100 Rialto Place, Suite 200, Melbourne, Florida 32901, Attn: Kerry Giger.

IN WITNESS WHEREOF, each of the parties to this Agreement, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement to be executed as of the date first written above.

FYI CORPORATION,  
a Delaware corporation

By: \_\_\_\_\_  
Name: Steve Quohl  
Title: President

FYI VISUAL, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Name: Steve Quohl  
Title: President