

K29446

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filed

Morgan
1-29-08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ProConcept Marketing Group, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joel Stohlman
(Contact Person)

Stohlm Enterprises, Inc
(Firm/Company)

3322 Forest Vista Drive
(Address)

Dacula, GA 30019
(City/State and Zip Code)

For further information concerning this matter, please call:

Joel Stohlman At (678) 596 6872
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 18, 2008

JOEL STOHLMAN
3322 FOREST VISTA DRIVE
Dacula, GA 30019

SUBJECT: PROCONCEPT MARKETING GROUP, INC.
Ref. Number: K29446

We have received your document for PROCONCEPT MARKETING GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 708A00004155

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)
<u>ProConcept Marketing Group, Inc.</u>	<u>Florida</u>	<u>K29446</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Stohlm Enterprises, Inc.</u>	<u>Florida</u>	<u>P06000107509</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 / / (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 January 3rd, 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 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

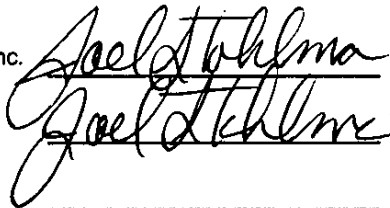
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

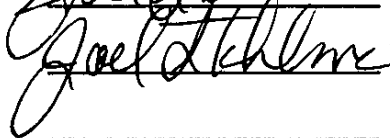
Typed or Printed Name of Individual & Title

ProConcept Marketing Group, Inc.



Joel Stohlman CEO / President

Stohlm Enterprises, Inc.



Joel Stohlman CEO / President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>ProConcept Marketing Group, Inc</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Stohlm Enterprises, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:
see below

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1 share of Stohlm Enterprises, Inc. for 2200 shares of ProConcept Marketing Group, Inc.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

See Attached -

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

RESOLUTION
OF THE BOARD OF DIRECTORS OF
PROCONCEPT MARKETING GROUP INC.

The undersigned, being all of the director (the "board of Directors") and shareholders that represents the majority of the issue and outstanding common stock (the "Shareholders") of PROCONCEPT MARKETING GROUP, INC., a Florida corporation (the "Company"), do hereby consent in writing to the actions set forth in the following resolutions and direct that this consent be filed with the minutes of the Company:

WHERRY, the Board of Directors and Shareholders have deemed it advisable and in the best interest of the Company pursuant to the Florida corporate law to increase the number of issued and outstanding shares of common stock in the Company ("Shares") to 500,000,000 shares of common stock with a par value of \$0.0001 per share, while adding 10,000,000 shares of preferred stock with a par value of \$0.001 per share, by way of filing a certificate of amendment to the certificate of incorporation of the Company (the "Amendment") with Secretary of State of the State of Florida.

WHEREAS the Board Of Directors and Shareholders have deemed it advisable and in the best interest of the Company pursuant to the Florida corporate law to increase the number issued and outstanding Shares to 500,000,000 shares of common stock with a par value of \$0.0001 per share.

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and hereby is, authorized and empowered to file the Amendment with Secretary of State of the State of Florida pursuant to the Florida corporate law and effect the Stock Split; and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute, deliver, and perform the Amendment (and execute the Stock Split), and each of the exhibits and schedules thereto and all other agreements, instruments and documents in connection therewith and each of the transactions contemplated thereby (collectively, the "Transactions") with such amendments, modifications and supplements thereto as the officers of the Company, or any of them acting singly, shall approve, the execution by the officers, or any of them acting singly, to constitute conclusive evidence of the approval of the terms of the Amendment and the Stock Split, and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized and empowered, on behalf of and in the name of the Company, to take any and all further action necessary, appropriate or desirable in connection with the Amendment and the Stock Split, each of the other documents described or otherwise defined therein, and the Transitions, including, without limitation, the execution, delivery and filing on behalf of and in the name of the Company of all such amendments thereto and any other agreement, document and instrument as any officer of the Company may deem necessary or desirable in connection therewith; and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized, empowered and directed, from time to time, to take such additions action and to execute, certify, deliver, file and record with the appropriate judicial, public and governmental authorities or such other persons or entities, such additional agreements, documents

and instruments as such officer of the Company may deem necessary, convenient, appropriate, desirable or proper as the case may be, to implement the provisions of the foregoing

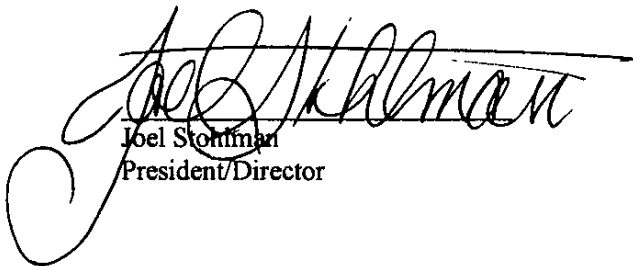
Resolutions and to consummate the transactions contemplated thereby, the execution, certification, delivery, filing and recording of such agreements, documents and instruments and the taking of such action to be the conclusive evidence of the authority therefore; and be it further; and

RESOLVED, that all actions of any kind heretofore taken by the directors or any of the officers of the Company, on behalf of the Company, in connection with the Transactions and the forgoing resolutions be, and they hereby are, ratified, Confirmed and approved in all respects.

This written consent of the Board of Directors and shareholders that represent the majority of the issued and outstanding common stock of the Company may be delivered by facsimile and executed in one or more counterparts, each of which shall constitute an original and all of which taken together shall constitute one and the same consent.

IN WITNESS WHEREOF, the foregoing resolutions were duly adopted by the Board of Directors and shareholders that represent the majority of the issued and outstanding common stock of the Company as of the date first above written.

Witness our Signatures to be effective the 3rd day of January 2008.



Joel Stollman
President/Director

RESOLUTION
OF THE BOARD OF DIRECTORS OF
PROCONCEPT MARKETING GROUP INC.

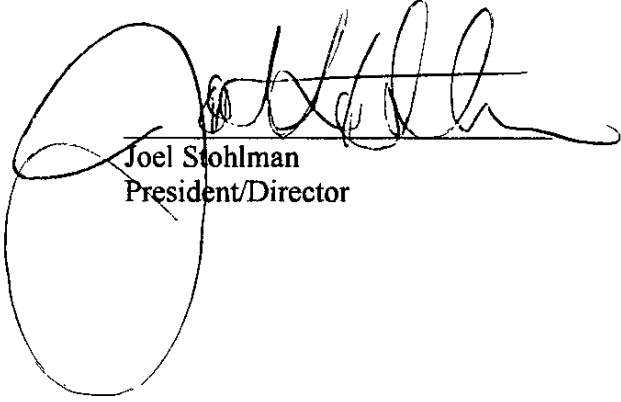
The undersigned, being the directors the ("directors"): of ProConcept Marketing Group Inc., a Florida Corporation (the "Corporation") hereby waive the calling or holding of a meeting of the board of directors of the Corporation (the "board") and consent In writing as of January 3rd, 2008 to the following actions, and direct that this unanimous written consent be filed by the corporation's Secretary with the minutes of proceedings of the Board.

BOARD RESOLUTION please add XII ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation. WHEREAS, it is deemed desirable and in the best interests of this corporation that the following actions be taken by the Directors of this corporation pursuant to this Resolution,

NOW, THEREFORE, BE IT RESOLVED that, pursuant to applicable law, the undersigned, being all of the Directors of this corporation, hereby consent to, approve, and adopt the following: XII ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation

RESOLVED FURTHER, that the Chairman, President, or Chief Financial Officer of this corporation be, and each of them (each a "Designated Officer") acting alone is, hereby authorized to execute and deliver on behalf of this corporation the Preferred Stock.

Witness our Signatures to be effective the 3rd day of January 2008.



Joel Stohlman
President/Director

RESOLUTION
OF THE BOARD OF DIRECTORS OF
PROCONCEPT MARKETING GROUP INC.

The undersigned, being the directors the ("directors"): of ProConcept Marketing Group Inc., a Florida Corporation (the "Corporation") hereby waive the calling or holding of a meeting of the board of directors of the Corporation (the "board") and consent In writing as of January 3rd, 2008 to the following actions, and direct that this unanimous written consent be filed by the corporation's Secretary with the minutes of proceedings of the Board.

BOARD RESOLUTION Removing WILLIAMS, BILL and replacing him as President ,Treasurer and Director with Joel Stohlman and removing LEWIS, TOM and replacing him with Reid Stone as Vice President, Secretary and Director. WHEREAS, it is deemed desirable and in the best interests of this corporation that the following actions be taken by the Directors of this corporation pursuant to this Resolution,

NOW, THEREFORE, BE IT RESOLVED that, pursuant to applicable law, the undersigned, being all of the Directors of this corporation, hereby consent to, approve, and adopt the following: Removing WILLIAMS, BILL and replacing him as President ,Treasurer and Director with Joel Stohlman and removing LEWIS, TOM and replacing him with Reid Stone as Vice President, Secretary and Director.

RESOLVED FURTHER, that the Chairman, President, or Chief Financial Officer of this corporation be, and each of them (each a "Designated Officer") acting alone is, hereby authorized to execute and deliver on behalf of this corporation the Preferred Stock.

Witness our Signatures to be effective the 3rd day of January 2008.


Joel Stohlman
President/Director

**Attachment to Articles of Amendment to Articles of Incorporation
Of
ProConcept Marketing Group, Inc.
Document Number : K29446**

Article IV a)

The Aggregate number of shares which the corporation shall have authority to issue shall be 500,000 shares of common stock having a par value of \$0.0001 per share and 10,000,000 shares of preferred stock ("Preferred Stock series A") having a par value of \$0.0001 per share. The Board of Directors of the corporation has full right and Authority to divide such shares, at any time and from time to time, into one or more classes or series, or both, as the Board may designate and to determine for any such class or series its voting right, designations, preferences and privileges, including, without limitation, conversion rights.

Article IV b)

Preferred Stock – Designation and Amount. The number of shares constituting the series A Preferred shares shall be 10,000,000.

Article IV c)

Preferred Stock - Voting

(a) Each issued and outstanding Preferred Shares shall be entitled to the number of votes equal to the result of: (i) the number of shares of Common Stock issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of Preferred Shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Preferred Shares shall vote together with the holders of Common Shares as a single class.

(b) The Company shall not amend, alter or repeal the Preferred Shares, special rights or other powers of the Preferred Shares so as to affect adversely the Preferred Shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Preferred Shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

Article IV d)

Preferred Stock - Mandatory Conversion. Each Preferred Shares shall automatically be converted into 10 shares of common stock of the Company ("Common Share") at any time at the option of the holder. No fractional shares of common stock shall be issued upon conversion of the Preferred Shares.

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
PROCONCEPT MARKETING GROUP INC.**

The undersigned, being the directors the ("directors"): of ProConcept Marketing Group Inc., a Florida Corporation (the "Corporation") hereby waive the calling or holding of a meeting of the board of directors of the Corporation (the "board") and consent in writing as of January 3rd, 2008 to the following actions, and direct that this unanimous written consent be filed by the corporation's Secretary with the minutes of proceedings of the Board.

BOARD RESOLUTION please add Article XIII The President of the Company shall have the powers set forth The President shall be the chief executive officer of the Company and shall have general and active management of the operation of the Company. He shall be responsible for the administration of the Company, including general supervision of its policies, general and active management of its financial affairs. The President shall supervise the officers of the Company, shall employ and discharge employees, managers, officers and agents of the Company, and may delegate such powers. The President shall have the authority to institute or defend legal proceedings, hire, fire and direct counsel. He or she shall preside at meetings of members and discharge the duties of a presiding officer, and shall perform whatever other duties are needed. The President is the only authorized person that may enter into any contact or execute and deliver any instrument in the name of and on behalf of the Company and may delegate such powers when needed, and such authority may be general or confined to specific instances. In addition to the President is the only person of the Company that can issues checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Company shall be signed by such the President of the Company and may delegate such powers when needed. . WHEREAS, it is deemed desirable and in the best interests of this corporation that the following actions be taken by the Directors of this corporation pursuant to this Resolution,

NOW, THEREFORE, BE IT RESOLVED that, pursuant to applicable law, the undersigned, being all of the Directors of this corporation, hereby consent to, approve, and adopt the following: XIII The President of the Company shall have the powers set forth The President shall be the chief executive officer of the Company and shall have general and active management of the operation of the Company. He shall be responsible for the administration of the Company, including general supervision of its policies, general and active management of its financial affairs. The President shall supervise the officers of the Company, shall employ and discharge employees, managers, officers and agents of the Company, and may delegate such powers. The President shall have the authority to institute or defend legal proceedings, hire, fire and direct counsel. He or she shall preside at meetings of members and discharge the duties of a presiding officer, and shall perform whatever other duties are needed. The President is the only authorized person that may enter into any contact or execute and deliver any instrument in the name of and on behalf of the Company and may delegate such powers when needed, and such authority may be general or confined to specific instances. In addition to the President is the only person of the Company that can issues checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Company shall be signed by such the President of the Company and may delegate such powers when needed.

RESOLVED FURTHER, that the Chairman, President, or Chief Financial Officer of this corporation be, and each of them (each a "Designated Officer") acting alone is, hereby authorized to execute and deliver on behalf of this corporation the Preferred Stock.

Witness our Signatures to be effective the 3rd day of January 2008.


Joel Stohlman
President/Director