

K56299

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Smash Advertising, Inc.

merged into:

Smash Advertising, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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C. COULLETTE JUL 09 1999

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SMASH ADVERTISING, INC., a Florida corporation, K56299

INTO

SMASH ADVERTISING, INC., a Massachusetts corporation not qualified in
Florida.

File date: July 9, 1999

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>SMASH ADVERTISING, INC.</u>	<u>Massachusetts</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>SMASH ADVERTISING, INC.</u>	<u>Florida</u>
<u>SMASH ADVERTISING, INC.</u>	<u>Massachusetts</u>

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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 in the future.)

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 July 9, 1999

The Plan of Merger was adopted by the board of directors of the surviving corporation on 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 July 9, 1999

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

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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SMASH ADVERTISING, INC.

(a Florida corporation)

Signature

x/Philly

Typed or Printed Name of Individual & Title

Mark Tomizawa, President

SMASH ADVERTISING, INC.

(a Massachusetts corporation)

x Neuberg

Mark Tomizawa, President

PLAN OF MERGER

The following Plan of Merger adopted on July 9, 1999 by resolution of the Board of Directors and the shareholders entitled to vote thereon of Smash Advertising, Inc., a business corporation organized under the laws of the State of Florida on January 6, 1989 under document number K56299 ("**Smash FL**" or the "**non-surviving corporation**"), and adopted on July 9, 1999 by resolution of the Board of Directors and the shareholders entitled to vote thereon of Smash Advertising, Inc., a business corporation organized under the laws of the Commonwealth of Massachusetts ("**Smash MA**" or the "**surviving corporation**"), is being submitted in accordance with §§607.1101 through 607.1107 of the Florida Business Corporation Act. The name of the surviving corporation will be Smash Advertising, Inc.

1. Smash FL and Smash MA shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Massachusetts General Laws, respectively, be merged with and into a single corporation, to wit, Smash MA, which shall be the surviving corporation upon the effective date of the merger (the "**Effective Date**") and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the Commonwealth of Massachusetts. The separate existence of Smash FL, the non-surviving corporation, shall cease on the Effective Date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of organization of Smash MA on the Effective Date in the Commonwealth of Massachusetts shall be the articles of organization of the surviving corporation and said articles of organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the Commonwealth of Massachusetts.

3. The by-laws of Smash MA on the Effective Date in the Commonwealth of Massachusetts shall be the by-laws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the Commonwealth of Massachusetts.

4. The directors and officers of Smash MA on the Effective Date in the Commonwealth of Massachusetts shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. The record date for each shareholder of each party to the merger shall be the close of business on the day immediately preceding the Effective Date (the "**Record Date**"). On the Effective Date, each shareholder of Smash FL shall receive one share of Common Stock, par value \$1.00 per share, of Smash MA in exchange for each share of Common Stock, par value \$1.00 per share, of Smash FL such shareholder owns as of the Record Date. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued on the Effective Date shall continue to represent one issued share of the surviving corporation.

6. On the Effective Date, Smash MA shall assume all of the rights, liabilities and obligations, including all contracts and agreements, of Smash FL, and all stock certificates of Smash FL shall be cancelled.

7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the Commonwealth of Massachusetts.

8. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote thereon of Smash FL in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of Smash FL with and into Smash MA shall have been duly authorized in compliance with the laws of the Commonwealth of Massachusetts, Smash FL and Smash MA each hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the Commonwealth of Massachusetts, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of Smash FL and of Smash MA, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger provided for herein.