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MERGER OR SHARE EXCHANGE
INTERNATIONAL MEDIA SOLUTIONS, LLC

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**ARTICLES OF MERGER OF INTERNATIONAL MEDIA SOLUTIONS, INC.
WITH AND INTO
INTERNATIONAL MEDIA SOLUTIONS, LLC**

Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned entities hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of International Media Solutions, Inc., a Florida corporation ("IMS"), with and into International Media Solutions, LLC, a Florida limited liability company established as a corporation for federal tax purposes (the "LLC"), with the LLC being the surviving entity, is set forth below:

1. IMS shall merge with and into the LLC, with the LLC as the surviving entity.

2. Upon the consummation of the merger of IMS with and into the LLC, the separate existence of IMS shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of IMS, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with IMS, shall be preserved and remain unimpaired by the merger, all liens upon the properties of IMS, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of IMS, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against IMS or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for IMS.

3. The manner and basis of converting the shares of IMS into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the I.I.C. issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each ten (10) shares of \$1.00 par value common stock of IMS, issued and outstanding shall be converted into a one percent (1%) membership interest of the LLC. The total consideration that the shareholders of IMS shall receive for the one thousand (1,000) shares of outstanding \$1.00 par value common stock of IMS shall be one hundred percent (100%) of all membership interest of the LLC.

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4. The LLC is to be managed by its members, and the names and addresses of such members are:

Yolanda C. Velazquez
1709 Fountainhead Drive
Lake Mary, Florida 32746

and

Kermit J. Silva
375 Douglas Ave., Ste 2015 6357 Oak Meadow Blvd
Altamonte Springs, Florida 32714 Orlando FL 32819

5. The Articles of Organization of the LLC in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of the LLC.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by IMS in accordance with Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 16 day of May, 2003.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 16 day of May, 2003.

INTERNATIONAL MEDIA SOLUTIONS, INC.

By: [Signature]
Kermit J. Silva, President

By: [Signature]
Yolanda C. Velazquez, CEO

INTERNATIONAL MEDIA SOLUTIONS, LLC

By: [Signature]
Yolanda C. Velazquez, Member

By: [Signature]
Kermit J. Silva, Member

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