

DEC. 30. 2003 1:20PM
DIVISION OF CORPORATIONS

BRGWR-813-223-9620

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Florida Department of State
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From:

Account Name : BUSH ROSS GARDNER WARREN & RUDY, P.A.
Account Number : I19990000150
Phone : (813) 224-9255
Fax Number : (813) 223-9620

Bush K. Hayward - 4116.0

MERGER OR SHARE EXCHANGE

GMR ADVERTISING L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$96.25

\$90.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

EFFECTIVE DATE**ARTICLE I**

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. GMR Advertising, Inc. 1410 North Westshore Blvd. Suite 600 Tampa, FL 33607	Florida	Corporation
Florida Document/Registration Number: P02000126945 FEI Number: 57-1146748		
2. GMR Advertising, L.L.C. 1410 North Westshore Blvd. Suite 600 Tampa, FL 33607	Florida	Limited Liability Company

Florida Document/Registration Number: L03000048903 FEI Number: 57-1146748

ARTICLE II

The exact name, street address of its principal office, jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
GMR Advertising, L.L.C. 1410 North Westshore Blvd. Suite 600 Tampa, FL 33607	Florida	Limited Liability Company

Florida Document/Registration Number: L03000048903 FEI Number: 57-1146748

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ARTICLE III

The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each party that is a party to the merger GMR Advertising, Inc. and GMR Advertising, L.L.C.) in accordance with Chapter 607 and 608, Florida Statutes.

ARTICLE IV

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

ARTICLE V

The merger shall become effective as of December 31, 2003.

ARTICLE VI

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SIGNATURES FOR EACH PARTY:

GMR Advertising, Inc.

By: [Signature]

Its: CEO

GMR Advertising, L.L.C.

By: Agency Solutions International, Inc., Member

[Signature] CEO

Title

AND
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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, Florida Statutes, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
GMR Advertising, Inc.	Florida
GMR Advertising, L.L.C.	Florida

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
GMR Advertising, L.L.C.	Florida

THIRD: The terms and condition of the merger are as follows:

As of the effective date of the merger (the "Effective Date"), GMR Advertising, Inc. shall merge with and into GMR Advertising, L.L.C. in accordance with Florida law.

Agency Solutions International, Inc., the sole shareholder and owner of 100% of the issued and outstanding shares of GMR Advertising, Inc., shall as a result of the merger, become the single member of GMR Advertising, L.L.C. (the "L.L.C.") and own 100% of the units of the surviving L.L.C. As of the Effective Date, the Articles of Organization and Operating Agreement of the L.L.C. in effect immediately prior to the Effective Date shall be the Articles of Organization and Operating Agreement of the surviving entity.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

By virtue of the merger, and without further action on the part of any party, each share of GMR Advertising, Inc. stock shall convert into one unit of GMR Advertising, L.L.C. as of the Effective Date of the merger. By virtue of the merger, GMR Advertising, L.L.C. shall own 100 units of the L.L.C., which shall constitute 100% of the units of the L.L.C.

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B. The manner and basis of converting rights to acquire interests, shares, obligations, or other securities of each merged party into rights to acquire interests, shares, obligations, or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: If a limited liability company is the surviving entity, the name and address of the managing member is as follows:

Managing Member:

Agency Solutions International, Inc.
1410 North Westshore Boulevard
Suite 600
Tampa, FL 33607

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