

08/15/05 16:11 FAX

Division of Corporations

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Florida Department of State
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15 merger

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Account Number : 076077002775
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MERGER OR SHARE EXCHANGE

GLOBALQUEST MEDIA, LLC

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ARTICLES OF MERGER

(GlobalQuest Media, Inc. with and into GlobalQuest Media, LLC)

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382 of the Florida Statutes.

1. The names of the parties to the merger are: GlobalQuest Media, Inc., a Florida corporation, and GlobalQuest Media, LLC, a Florida limited liability company. **904-22807**

2. The surviving corporation of the merger is: GlobalQuest Media, LLC, a Florida limited liability company. **LO5-77829**

3. The Plan of Merger dated August 15, 2005 by and between GlobalQuest Media, Inc., a Florida corporation, and GlobalQuest Media, LLC, a Florida limited liability company, is attached hereto (the "Plan of Merger").

4. The Plan of Merger was approved by all of the directors and shareholders of GlobalQuest Media, Inc., a Florida corporation, in accordance with the provisions of Chapter 607 of the Florida Statutes.


5. The Plan of Merger was approved by all of the members and managers of GlobalQuest Media, LLC, a Florida limited liability company, in accordance with the provisions of Chapter 608 of the Florida Statutes.

IN WITNESS WHEREOF, each of the undersigned has executed and delivered this instrument as of August 15, 2005.


GLOBALQUEST MEDIA, INC.

GLOBALQUEST MEDIA, LLC

By


William A. Mobley, Jr.
President

By


William A. Mobley, Jr.
Manager

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PLAN OF MERGER

(GlobalQuest Media, Inc. with and into GlobalQuest Media, LLC)

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 of the Florida Statutes and is being submitted in accordance with Sections 607.1108 and 608.438 of the Florida Statutes.

1. The names of the parties to the merger are: GlobalQuest Media, Inc., a Florida corporation, and GlobalQuest Media, LLC, a Florida limited liability company.

2. The surviving corporation of the merger is: GlobalQuest Media, LLC, a Florida limited liability company.

3. All of the shares of common stock of GlobalQuest Media, Inc., a Florida corporation, shall be converted into an 80% interest in GlobalQuest Media, LLC, a Florida limited liability company.

4. The managers and business address of the GlobalQuest Media, LLC, a Florida limited liability company and the surviving corporation of the merger, are as follows:

(a) William A. Mobley, Jr.
612 East Central Blvd.
Orlando, Florida 32801


(b) Andre L. Forde
612 East Central Blvd.
Orlando, Florida 32801

IN WITNESS WHEREOF, each of the undersigned has executed and delivered this instrument as of August 15, 2005.

GLOBALQUEST MEDIA, INC.

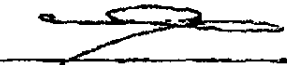
GLOBALQUEST MEDIA, LLC

By



William A. Mobley, Jr.
President

By



William A. Mobley, Jr.
Manager

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