

MO7000007505

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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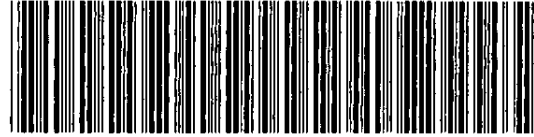
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

SEP - 8 2008

EXAMINER



September 29, 2008

Florida Department of State
Division of Corporations
Clifton Building
Tallahassee, Florida 32301

Attention: Amendment Section

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

Please return all correspondence concerning this matter to the following:

Frederick M. Williams
MarketingExperiments LLC
412 Boardwalk
Jacksonville Beach, FL 32250

For further information concerning this matter, please use the following as a contact:

Frederick M. Williams 609-468-3651 Fax 904-249-3444

A certified copy of the this document is requested. *(Second Set of Articles enclosed.)*

Enclosed is a check for \$113.75 for filing fees on the merger of the three entities,
\$35 each and \$8.75 for a certified copy of the document.

Sincerely,


Frederick M. Williams
Secretary, MarketingExperiments LLC

ARTICLES OF MERGER

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 of the jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------------|---------------------|------------------------|
| MarketingExperiments LLC | Delaware | M7000007505 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-----------------------------|---------------------|------------------------|
| MarketingExperiments LLC | Delaware | M7000007505 |
| Y Affiliate, Inc. | Florida | P05000003725 |
| E Marketing and Design Inc. | Florida | P02000100590 |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on September 5, 2008, or if later, the date the Certificate of Merger and Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the Sole Member and ^{Sole Manager} President of the surviving limited liability company on August 29, 2008, 2008.

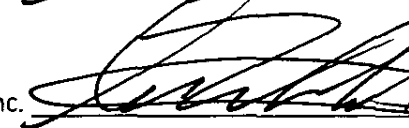
Sixth: The Plan of Merger was adopted by the shareholders of the merging corporations on August 28, 2008.

Seventh: SIGNATURES FOR EACH LIMITED LIABILITY COMPANY AND CORPORATION

| <u>Name of Corporation</u> | <u>Signature of an Officer or Director</u> | <u>Typed or Printed Name and Title</u> |
|----------------------------|--|--|
|----------------------------|--|--|

| | | |
|--------------------------|---|--|
| MarketingExperiments LLC |  | Dr. Flint D. McGlaughlin Sole Manager and President |
|--------------------------|---|--|

| | | |
|-------------------|---|------------------------------|
| Y Affiliate, Inc. |  | Aaron Rosenthal President |
|-------------------|---|------------------------------|

| | | |
|-----------------------------|---|-----------------------------------|
| E Marketing and Design Inc. |  | Aaron Rosenthal Vice President |
|-----------------------------|---|-----------------------------------|

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PLAN OF MERGER

Merging Two Florida Corporations (non-subidiaries) into A Delaware Limited Liability Company

First: The name and jurisdiction of the surviving limited liability company:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| MarketingExperiments LLC | Delaware |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------------|---------------------|
| Y Affiliate Inc. | Florida |
| E Marketing and Design Inc. | Florida |

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

- a. The merger shall become effective on September 1, 2008 or if later, the date the Certificate of Merger and Articles of Merger effecting the merger have been filed with the Delaware Division of Corporations and Florida Department of State, respectively.
- b. As of the effective date of the merger:
 - a. The merging corporations, Y Affiliate Inc. and E Marketing and Design Inc., shall each be merged with and into the MarketingExperiments LLC, which will be the surviving entity, and the separate existences of the Y Affiliate Inc. and E Marketing and Design Inc. shall cease.
 - b. The issued and outstanding shares of Y Affiliate Inc. and E Marketing and Design Inc. shall be converted into shares of Digital Trust, Inc., a Florida corporation and parent of MarketingExperiments LLC., in the manner and basis provided in the **Fourth** section of this Plan below.
 - c. The merger shall have all the effects of a merger under the laws of the State of Delaware, the State of Florida and other applicable law.
- c. The events described above shall occur by virtue of the merger and without any further action required on the part of the holders of shares in Y Affiliate Inc. or E Marketing and Design Inc.

Fourth: The manner and basis of converting the shares of each merging corporation are as follows:

1. All shares of any class of capital stock of Y Affiliate Inc. held by it as treasury shares, if any, shall be canceled.
2. All shares of any class of capital stock of E Marketing and Design Inc. held by it as treasury shares, if any, shall be canceled.
3. The conversion ratio for converting each issued and outstanding share of common stock of Y Affiliate Inc. into shares of common stock of Digital Trust, Inc. shall be 5,672/10,000, so that each YAI share shall be converted into 0.5672 shares of common stock of Digital Trust, Inc.
4. The conversion ratio for converting each issued and outstanding share of common stock of E Marketing and Design Inc. into shares of common stock of Digital Trust, Inc. shall

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TALLAHASSEE, FLORIDA

be 86,200/10,000, so that each E Marketing and Design Inc. share shall be converted into 8.6200 shares of common stock of Digital Trust, Inc.

5. The shares of Digital Trust, Inc. issued pursuant to paragraphs 3 and 4 above shall be evidenced by Digital Trust, Inc. stock certificates, and those certificates shall be delivered to the holders thereof promptly following the effective time of the merger, subject to their prior surrender of certificates representing the merging company shares which have been so converted.

Fifth: Other provisions relating the merger are as follows:

1. The Certificate of Formation of MarketingExperiments LLC as in effect under the laws of the State of Delaware immediately prior to the merger shall continue to be the Certificate of Formation of MarketingExperiments LLC as the surviving company.
2. The Operating Agreement of MarketingExperiments LLC as in effect immediately prior to the merger shall continue to be the Operating Agreement of MarketingExperiments LLC as the surviving company.
3. The Certificate of Formation and Operating Agreement of MarketingExperiments LLC may be amended at any time or from time to time after the merger, in accordance with their terms and as provided by law.

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