

M43787



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Whirlwind Ventures Inc.

99 MAY 24 PM 3:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAY 24 PM 3:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. COULLETTE MAY 24 1999

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-05/24/99--01109--016
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Ordered By: _____

Date: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

WHIRLWIND VENTURES, INC., a Florida corporation, M43787

INTO

DIRECT III MARKETING, INC., a Delaware corporation not qualified in Florida.

File date: May 24, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

FILED
99 MAY 24 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with Section 607.1105 of the Florida Statutes.

FIRST:

Whirlwind Ventures, Inc., a Florida corporation, and Direct III Marketing, Inc., a Delaware corporation, have duly adopted the following Plan of Merger:

PLAN OF MERGER

1. Names of the Parties. Whirlwind Ventures, Inc., a Florida corporation ("Parent"), shall be merged with and into Direct III Marketing, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Subsidiary").
2. The Merger. Upon the filing of Articles of Merger with the Florida Department of State and the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time"), Parent shall cease to exist and Subsidiary shall be the surviving corporation, assuming all obligations and obtaining all rights of Parent.
3. Conversion of Capital Stock. At the Effective Time, each issued and outstanding share of Parent's capital stock will constitute and will be exchangeable for one equivalent share of Subsidiary's capital stock. Subsidiary shall issue one share of its capital stock to the holders of each share of Parent's capital stock upon the surrender of any certificates therefor to Subsidiary. The ten shares of common stock issued by Subsidiary to Parent prior to the Effective Time, representing all of the issued and outstanding common stock of Subsidiary prior to the Effective Time, shall be canceled at the Effective Time.

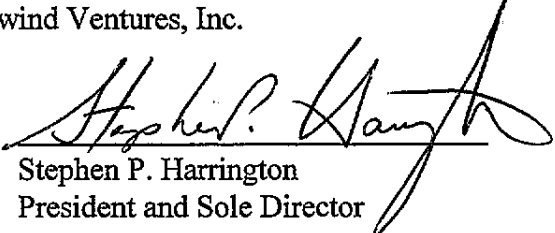
SECOND:

This Plan of Merger was adopted by the Board of Directors of Parent on May 19, 1999, the shareholders of Parent on May 20, 1999 and the Board of Directors of Subsidiary on May 19, 1999.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 21st day of May, 1999.


Whirlwind Ventures, Inc.

By:


Stephen P. Harrington
President and Sole Director

Direct III Marketing, Inc.

By:


Robert deRose
President, Chief Executive Officer
and Chairman of the Board of Directors