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P000000/15238

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SENDTEC, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

IFACTZ, INC., a Florida corporation,

with and into

SENDTEC, INC., a Florida corporation

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which IFACTZ, INC., a Florida corporation (the "Subsidiary"), shall be merged (the "Merger") with and into SENDTEC, INC., a Florida corporation (the "Parent Surviving Corporation"), in accordance with an Agreement and Plan of Merger (the "Merger Agreement"), adopted pursuant to Section 607.1104 of the FBCA. The undersigned corporations hereby certify as follows:

1. Parties to the Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
IFACTZ, INC.	Florida
SENDTEC, INC.	Florida

SENDTEC, INC., is the Parent Surviving Corporation.

2. Subsidiary Relationship. The Parent Surviving Corporation owns 100% of the issued and outstanding capital stock of the Subsidiary.
3. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Merger Agreement. Attached hereto as Exhibit A is a copy of the Merger Agreement.
4. Board of Directors Approval. The Plan of Merger was approved and adopted by the Board of Directors of the Parent Surviving Corporation on December 31st, 2003 in accordance with the provisions of Section 607.1104(1)(b) of the FBCA.
5. No Shareholder Approval Required. Pursuant to the provisions of Section 607.1104(1)(a) of the FBCA, the Parent Surviving Corporation may merge the Subsidiary into itself without the approval of the shareholders of the Parent Surviving Corporation or of the Subsidiary.

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6. Effective Date. The effective date of the Merger herein contemplated shall be the later of December 31, 2003 or the date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

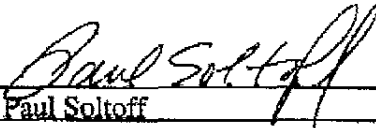
[Signatures on following page.]

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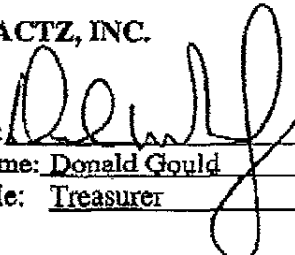
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IN WITNESS WHEREOF, the undersigned Parent Surviving Corporation and
Subsidiary have caused these Articles of Merger to be executed as of this 31st day of December,
2003.

SENDTEC, INC.

By: 
Name: Paul Soltoff
Title: CEO

IFACTZ, INC.

By: 
Name: Donald Gould
Title: Treasurer

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this 31st day of December 2003, is made and entered into by and between **SENDTEC, INC.**, a Florida corporation (the "**PARENT SURVIVING CORPORATION**") and **IFACTZ, INC.**, a Florida corporation and a wholly-owned subsidiary of the **PARENT SURVIVING CORPORATION** (the "**SUBSIDIARY**"). The **SUBSIDIARY** and the **PARENT SURVIVING CORPORATION** are sometimes referred to collectively hereinafter as the "**Constituent Corporations**").

WITNESSETH:

WHEREAS, the **PARENT SURVIVING CORPORATION** is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 110,000,000 shares, consisting of 100,000,000 shares of a single class of common stock having a par value of \$.001 per share, and 10,000,000 shares of preferred stock having a par value of \$.001 per share; of which as of the date hereof 4,031,794 (four million thirty one thousand seven hundred ninety four) shares of common stock and 0 (zero) shares of preferred stock are validly issued and outstanding; and

WHEREAS, the **SUBSIDIARY** is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 100,000,000 shares of common stock having a par value of \$.01 per share; of which as of the date hereof 100 (one hundred) shares of common stock are validly issued and outstanding; and

WHEREAS, the **PARENT SURVIVING CORPORATION** owns one hundred percent (100%) of the issued and outstanding common stock of the **SUBSIDIARY**; and

WHEREAS, pursuant to Section 607.1104(1)(b) of the Florida Business Corporation Act, the Board of Directors of the **PARENT SURVIVING CORPORATION** deems it advisable that the **SUBSIDIARY** be merged with and into the **PARENT SURVIVING CORPORATION** which shall be the surviving corporation and that the name of the surviving corporation remain **SENDTEC, INC.**

NOW, THEREFORE, the **SUBSIDIARY** and the **PARENT SURVIVING CORPORATION** hereby agree that the **SUBSIDIARY** shall be merged with and into the **PARENT SURVIVING CORPORATION** in accordance with applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I

The Constituent Corporations

The names of the Constituent Corporations are **IFACTZ, INC.** (Florida Document No. P01000081102) and **SENDTEC, INC.** (Florida Document No. P00000015238).

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ARTICLE II The Merger

On the Effective Date (as hereinafter defined) the SUBSIDIARY shall be merged with and into the PARENT SURVIVING CORPORATION (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of *Florida Statutes* Chapter 607 ("Florida Law").

ARTICLE III Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation which shall be the PARENT SURVIVING CORPORATION. From and after such filing, the separate existence of the SUBSIDIARY shall cease, while the corporate existence of the PARENT SURVIVING CORPORATION shall continue unaffected and unimpaired. The PARENT SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The PARENT SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the PARENT SURVIVING CORPORATION without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The PARENT SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the PARENT SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the PARENT SURVIVING CORPORATION as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

The persons who shall serve as the Directors of the PARENT SURVIVING CORPORATION shall continue be:

Name	Address
Paul Saltoff	9400 4 th Street North #200 St. Petersburg, FL 33702

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Eric Obeck

9400 4th Street North #200
St. Petersburg, FL 33702

Harry Greene

9400 4th Street North #200
St. Petersburg, FL 33702

The persons who shall continue to serve as the officers of the PARENT SURVIVING CORPORATION and the respective offices in which they shall serve are as follows:

NAME	OFFICE
Paul Soltoff	Chairman and Chief Executive Officer
Eric Obeck	President
Donald Gould	Chief Financial Officer
Allan Vance	Chief Operating Officer
Irv Brechner	Chief Marketing Officer
Harry Greene	Executive Vice President - Advertising

ARTICLE V

Treatment of Shares of Constituent Corporations and Surrender of Certificates

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the shares of Common Stock of each of the Constituent Corporations currently held by the Shareholders of those corporations shall be treated in the following manner:

1. Each share of the Common Stock of the PARENT SURVIVING CORPORATION issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the PARENT SURVIVING CORPORATION and there shall be no distributions of cash or securities with respect thereto.

2. Each share of the Common Stock of the SUBSIDIARY issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be cancelled.

ARTICLE VI

Approvals by Board of Directors and Shareholders

This Agreement and Plan of Merger shall be approved by the Board of Directors of the PARENT SURVIVING CORPORATION as provided by Section 607.1104(1)(b) of the Florida Law. Pursuant to the provisions of Section 607.1104(1)(a) of the Florida Law, no approval of any of the shareholders of either the SUBSIDIARY or of the PARENT SURVIVING

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CORPORATION is required in order to effectuate the Merger. Upon approval by the Board of Directors of the PARENT SURVIVING CORPORATION, Articles of Merger meeting the requirements of Florida Law shall be filed immediately in the appropriate office in the State of Florida.

ARTICLE VII Effective Date

The Merger of the SUBSIDIARY into the PARENT SURVIVING CORPORATION shall become effective upon the filing of the Articles of Merger in accordance with Florida Law. The date on which the Merger shall become effective is herein called the "Effective Date".

ARTICLE VIII Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of the PARENT SURVIVING CORPORATION at any time prior to the filing of the Articles of Merger.

ARTICLE IX Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

[Signatures on following page.]

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IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

IFACTZ, INC., a Florida corporation

By: 

DONALD GOULD, TREASURER

SENDTEC, INC., a Florida corporation

By: 

PAUL SOLTOFF, CEO