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From: Account Name : HODGSON RUSS LLP  
Account Number : 072720000242  
Phone : (561) 394-0500  
Fax Number : (561) 394-3862

SECRETARY OF STATE  
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MERGER OR SHARE EXCHANGE

The Genesis Group International, Inc., a Delaware corporation

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ARTICLES OF MERGER

OF

THE GENESIS GROUP INTERNATIONAL, INC.  
(a Florida corporation)

INTO

THE GENESIS GROUP INTERNATIONAL, INC.  
(a Delaware corporation)

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Under Section 252 of the  
Delaware General Corporation Law  
and

Under Section 607.1104 of the  
Florida Business Corporation Act

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TALLAHASSEE, FLORIDA

The undersigned, LINDA ELLEN FUHR, being the President of each of THE GENESIS GROUP INTERNATIONAL, INC., a Florida corporation and THE GENESIS GROUP INTERNATIONAL, INC., a Delaware corporation, does hereby certify:

1. THE GENESIS GROUP INTERNATIONAL, INC., a Florida corporation (the "DISAPPEARING CORPORATION") and THE GENESIS GROUP INTERNATIONAL, INC., a Delaware corporation (the "SURVIVING CORPORATION") agree that the DISAPPEARING CORPORATION shall be merged with and into the SURVIVING CORPORATION pursuant to the Plan of Merger set forth in Exhibit "A" attached hereto and made a part hereof.

2. The effective date of the merger shall be October 7, 2004.

3. The Plan of Merger between the DISAPPEARING CORPORATION and the SURVIVING CORPORATION, attached hereto as Exhibit "A", was adopted by all of the

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shareholders and all of the members of the Board of Directors of the DISAPPEARING CORPORATION on October 7, 2004 and adopted by all of the shareholders and all of the members of the Board of Directors of the SURVIVING CORPORATION on October 7, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger and affirm the statements made herein as of this 7 day of October, 2004.

THE GENESIS GROUP INTERNATIONAL,  
INC.,  
a Florida corporation, Disappearing  
Corporation

By: Linda Ellen Fuhr  
Linda Ellen Fuhr, President

THE GENESIS GROUP INTERNATIONAL,  
INC.,  
a Delaware corporation, Surviving Corporation

By: Linda Ellen Fuhr  
Linda Ellen Fuhr, President

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Exhibit "A"

## PLAN OF MERGER

between

THE GENESIS GROUP INTERNATIONAL, INC.,  
a Delaware corporation

and

THE GENESIS GROUP INTERNATIONAL, INC.,  
a Florida corporation

1. In accordance with the provisions of this Plan of Merger, and the provisions of Section 607.1101 et seq. of the Florida Business Corporation Act and the provisions of Section 252 et seq. of the Delaware General Corporation Law, at the Effective Date (as defined below), THE GENESIS GROUP INTERNATIONAL, INC., a Florida corporation (the "Disappearing Corporation") shall be merged (the "Merger") with and into THE GENESIS GROUP INTERNATIONAL, INC., a Delaware corporation (the "Surviving Corporation"), the separate and corporate existence of Disappearing Corporation shall cease, and the Surviving Corporation shall continue its corporate existence pursuant to the laws of Delaware under its present name. The parties to this Plan of Merger are hereinafter collectively referred to as the "Constituent Corporations."

2. The Merger shall become effective as of October 7, 2004, provided that the appropriate Certificate of Merger has previously been accepted for filing by the Delaware Secretary of State and the appropriate Articles of Merger have been previously accepted for filing by the Florida Department of (the "Effective Date").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of the Constituent Corporations of every description. The rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

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5. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan of Merger.

6. The Certificate of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall continue without change and be the Certificate of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date until further amended.

7. From and after the Effective Date, each of the members of the Board of Directors and each of the officers of the Surviving Corporation shall continue in office in the same capacity until their successors are elected and qualified or until their earlier death, resignation or removal.

8. Upon the Effective Date, by virtue of the Merger and by action of the parties,

- (a) each share of the Disappearing Corporation's common shares shall be cancelled without payment of any consideration and without any conversion; and
- (b) each issued and outstanding common share of the Surviving Corporation shall remain issued and outstanding.

9. To the extent not expressly stated in this Plan of Merger, upon the Effective Date hereof, all of the provisions of Section 607.1104, Florida Statutes and Section 252 of the Delaware General Corporation Law, describing the effect of a merger, shall be applicable.

10. Upon the execution of this Plan of Merger, the Disappearing Corporation and the Surviving Corporation shall cause appropriate officers to execute Articles of Merger and Certificate of Merger in such form as is required by applicable law and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Certificate of Merger and Articles of Merger as if fully set forth therein. Thereupon, such Articles of Merger and Certificate of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State and the Delaware Secretary of State, as required pursuant to applicable law.