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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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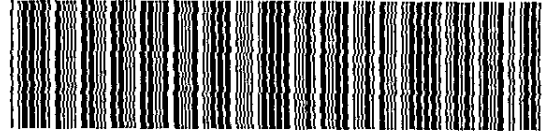
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** YOURIGLOO.COM, INC.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Michael Finger

(Contact Person)

YOURIGLOO.COM, INC.

(Firm/Company)

530 S. Federal Highway, Suite 203

(Address)

Deerfield Beach, FL 33441

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Finger

(Name of Contact Person)

At ( 561 )

306-7212

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**(Profit Corporations)**

**First:** The name and jurisdiction of the surviving corporation:

**Second:** The name and jurisdiction of each merging corporation:

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**                 /            /            (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 22, 2005 and shareholder approval was not required.

**Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 22, 2005 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

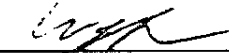
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

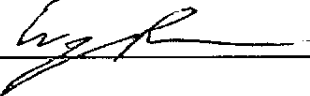
Typed or Printed Name of Individual & Title

YOURIGLOO.COM, INC.



WAYNE ARONSON, SECRETARY

YOURIGLOO.COM OF ATLANTA, INC.



WAYNE ARONSON, SECRETARY

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement and Plan of Merger") is dated as of December 22, 2005, and is between YOURIGLOO.COM, INC., a Florida corporation ("Parent" or "Surviving Corporation") and YOURIGLOO.COM OF ATLANTA, INC., a Georgia corporation (the "Merging Corporation").

Parent owns all of the issued and outstanding shares of the Merging Corporation, which represents all of the outstanding shares of the Merging Corporation, and desires to merge the Merging Corporation with and into itself. The Board of Directors and shareholders of each of the Surviving Corporation and the Merging Corporation have approved this Agreement and Plan of Merger pursuant to their respective Certificates or Articles of Incorporation and Bylaws.

Parent and the Merging Corporation therefore agree as follows:


1. The Merging Corporation shall be merged with and into Parent (the "Merger").
2. Parent shall be the surviving corporation (the "Surviving Corporation") in the Merger.
3. The Merger shall be effective (the "Effective Time") upon the filing of Articles (or a Certificate) of Merger with the Florida Secretary of State pursuant to the requirements of Section 607.1105 of the Florida Business Corporation Act and the filing of Articles (or a Certificate) of Merger with the Georgia Secretary of State of pursuant to the requirements of Section 14-2-1105 of the Georgia Business Corporation Code.
4. The Articles of Incorporation of Parent in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.
5. The Bylaws of Parent in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.
6. The directors of Parent immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of Parent immediately prior to the Effective Time shall be the officers of the Surviving Corporation.
7. Each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.
8. At the Effective Time, Parent shall possess all the rights, privileges, immunities, power and purposes of the Merging Corporation, and shall by operation of law assume and be liable for all the liabilities, obligations and penalties of the Merging Corporation.
9. Parent and the Merging Corporation adopt this Agreement and Plan of Merger as a plan of liquidation of YOURIGLOO.COM OF ATLANTA, INC. for purposes of Section 332, and as a plan of reorganization for purposes of Section 368 of the Internal Revenue Code of 1986, as amended.

10. Parent and the Merging Corporation adopt this Agreement and Plan of Merger as a plan of merger for purposes of Section 607.1104 of the Florida Business Corporation Act and Section 14-2-1104 of the Georgia Business Corporation Code.

This Agreement and Plan of Merger is being signed by the duly authorized representatives of each of the above named corporations, as of the day and year first above written.

YOURIGLOO.COM, INC.

YOURIGLOO.COM OF ATLANTA, INC.

By: 

By: 

Name: Wayne Aronson

Name: Wayne Aronson

Title: Secretary

Title: Chief Financial Officer and  
Secretary