

P000000050065

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

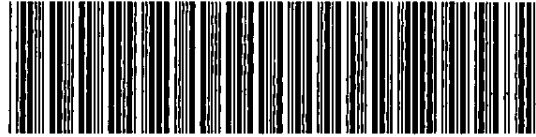
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000136462290

10/07/08--01026--002 **78.75

Muga

FILED

OCT 20 PM 3:45

SECRETARY OF STATE
TOLSON BUILDING
WASHINGTON, D.C. 20540

T. Roberts OCT 20 2008

OCT 20 2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 14, 2008

MARK R. JONES
INTELLIGENT INK INC
810 RED ASH COURT
SEFFNER, FL 33584

SUBJECT: PIXEL WIZARD INTERNATIONAL INC.
Ref. Number: P00000050065

We have received your document for PIXEL WIZARD INTERNATIONAL INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2008 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$150.00 filing fee per year for each year the corporation has been dissolved.

Therefore, the total amount due to reinstate the corporation is \$750.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2008 Annual Report and Supplemental Fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 708A00053698

Dear Mrs. Roberts,

Please find enclosed the receipt for reinstatement and the related the merger Documents which we talked about today. I apologize for any emotions displayed while attempting to resolve this matter may have caused as a result of miscommunications and understandings please process the related docs as the company now has been fully reinstated. Thank you Mark Jones

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT:
Intelligent Ink Inc

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

Please return all correspondence concerning this matter to following:

Mark R Jones
(Contact Person)
Intelligent Ink Inc
(Firm/Company)
810 Red Ash Court Seffner FL 33584
or
University South Florida Research Park
3802 Spectrum Blvd. Suite 113
Tampa FL 33622
(Address)

For further information concerning this matter, please call:

Mark R Jones (Contact Person)

At **(813) 436-6988**
(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

ARTICLES OF MERGER

(Profit Corporations)

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 and jurisdiction of the **surviving** corporation:

Name Intelligent Ink Inc

Jurisdiction Delaware

Document Number
(If known/ applicable)

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

Name Pixel Wizard International Inc

Jurisdiction Florida

Document Number
P00000050065

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, 7 /8 /08 (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 July 8 2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 8 2008 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 July 8 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on July 8 2008 and shareholder approval was not required.

FILED
08 OCT 20 PM 3:45
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation Intelligent Ink

Printed Name of Individual & Title Mark R Jones CEO

Signature of an Officer

Typed Name of Corporation Pixel Wizard International

Printed Name of Individual & Title Mark R Jones CEO

Signature of an Officer

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name Intelligent Ink

Jurisdiction Delaware

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

Name Pixel Wizard International Inc

Jurisdiction Florida

Third: The terms and conditions of the merger are as follows: **(Attached)**

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: **(Attached)**

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
Attached

Other provisions relating to the merger are as follows:

Attached

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("this Agreement") is made and entered into as of July 8, 2008, between Pixel Wizard International Inc., a Florida corporation ("Pixel"), and Intelligent Ink, Inc., a Delaware a corporation ("Intelligent"). Pixel and Intelligent are from time to time herein referred to as the "Constituent Corporations."

RECITALS

- A. Pixel is a corporation duly organized and existing under the laws of the State of Florida and, on the date hereof, has authority to issue 10,000,000 shares of common stock, no par value, ("Pixel Common Stock"), of which 135,000 shares are issued and outstanding as of the date hereof.
- B. Intelligent is a corporation duly organized and existing under the laws of the State of Delaware and, on the date hereof, has authority to issue 20,000,000 shares of common stock, par value \$0.01, ("Intelligent Common Stock") of which 8,500,000 shares are issued and outstanding and 500,000 shares of non-designated Preferred stock, par value \$0.01, of which none is issued or designated.
- C. The Boards of Directors of the Constituent Corporations deem it advisable and to the advantage of the Constituent Corporations and their respective shareholders that Pixel be merged with and into Intelligent.
- D. Each of the Constituent Corporations has, subject to approval by its shareholders, adopted the Plan of Merger embodied in this Agreement.
- E. This merger is intended to qualify as an A reorganization pursuant to Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the terms hereof, the Constituent Corporations do hereby agree to merge on the terms and conditions herein provided as follows:

1. THE MERGER

- (a) The Merger. Upon the terms and subject to the conditions hereof, on the effective date (as hereinafter defined), Pixel shall be merged with and into Intelligent in accordance with the applicable laws of the State of Delaware (the "Merger"). The separate existence of Pixel shall cease, and Intelligent shall be the surviving corporation (the "Surviving Corporation")

and shall be governed by the laws of the State of Delaware.

- (b) Effective Date The Merger shall become effective on the date and at the time of filing of Articles of Merger, in substantially the form set forth hereto as Appendix A 1, with the Secretary of State of the States of Florida and Delaware (the "Effective Date"), all after satisfaction of the requirements of the applicable laws of such States prerequisite to such filings, including without limitation the approval of the shareholders of the Constituent Corporations.
- (c) Articles of Incorporation. On the Effective Date, the Certificate of Incorporation of Intelligent, as in effect immediately prior in the Effective Date, as amended, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.
- (d) Bylaws. On the Effective Date, the Bylaws of Intelligent, as in effect immediately prior in the Effective Date, shall continue in full force and effect as the bylaws of the Surviving Corporation.
- (e) Directors and Officers. The directors and officers of Intelligent prior to the Effective Date shall be the directors and officers of the Surviving Corporation, until their successors shall have been duly elected and qualified or until otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

2. CONVERSION OF SHARES

- (a) Pixel Common Stock. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof each share of Pixel Common Stock outstanding immediately prior thereto shall be changed and converted into one fully paid and non-assessable share of the common stock of the Surviving Corporation per share ("Survivor Stock").
- (b) Intelligent Common stock Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof each share of Intelligent Common Stock outstanding immediately prior thereto shall remain outstanding.
- (c) Exchange Of Certificates. Each person who becomes entitled to receive Survivor Stock by virtue of the Merge shall be entitled to receive from the Surviving Corporation, as promptly as

practicable after the Effective Time, a certificate or certificates representing the number of shares of Survivor Stock to which such person is entitled as provided herein.

3. EFFECT OF THE MERGER.

- (a) Rights On the Effective Date of the Merger, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of Pixel and Intelligent; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of Pixel and Intelligent on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Surviving Corporation without further act or deed; title to any real estate, or any interest therein vested in Pixel or Intelligent, shall not revert or in any way be impaired by reason of this merger; and all of the rights of creditors of Pixel and Intelligent shall be preserved unimpaired, and all liens upon the property of Pixel or Intelligent shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

- (b) Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assign, there shall be executed and delivered on behalf of Pixel such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, humanities, powers, franchises and authority of Pixel and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Pixel or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4. GENERAL

- (a) Abandonment. At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Pixel or Intelligent or both, notwithstanding the approval of this Agreement by the shareholders of Pixel and Intelligent.
- (b) Amendment. At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the Board of Directors of either Pixel or Intelligent or both; provided, however, that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the rights of the shareholders of such Constituent Corporation.
- (c) Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Delaware.
- (d) Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date and year first written.

PIXEL WIZARD INTERNATIONAL, INC.

By: 
Mark Jones, CEO

INTELLIGENT INK, INC.

By: 
Mark Jones, CEO

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "INTELLIGENT INK INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2007, AT 6:34 O'CLOCK P.M.

4326310 8100

070456843



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5634615

DATE: 04-30-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:34 PM 03/28/2007
FILED 06:34 PM 03/28/2007
SRV 070374702 - 4326310 FILE

CERTIFICATE OF INCORPORATION
OF
INTELLIGENT INK Inc.

FIRST: The name of the corporation is INTELLIGENT INK Inc.

SECOND: Its registered office in the State of Delaware is located at 1521 Concord Pike, #202, Wilmington, DE 19803, County of New Castle. The name of its Registered agent at such address is United States Corporation Agents, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is 25,000,000, of which 20,000,000 shares of par value \$0.01 per share shall be designated as Common Stock and 5,000,000 shares of par value \$0.01 shall be designated as Preferred Stock. Shares of Preferred Stock may be issued in one or more series from time to time by the board of directors, and the board of directors is expressly authorized to fix by resolution the designations and the powers, preferences and rights, and the qualifications, limitation and restrictions thereof, which are permitted by the Delaware General Corporation Law, of the shares of each series of Preferred Stock. Subject to the rights of the holders of any series of Preferred Stock, the number of authorized shares of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding shares of such series, voting together as a single class.

FIFTH: The incorporator of the corporation is LegalZoom.com, Inc., 7083 Hollywood Blvd., Suite 180, Los Angeles, CA 90028.

SIXTH: The board of directors of the corporation is expressly authorized to adopt, amend or repeal bylaws of the corporation.

SEVENTH: Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

EIGHTH: The personal liability of the directors of the corporation for monetary damages for breach of fiduciary duty shall be eliminated to the fullest extent permissible under Delaware law. The corporation is authorized to indemnify its directors and officers to the fullest extent permissible under Delaware law.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Incorporation on the date below.

Date: March 28, 2007

LegalZoom.com, Inc., Incorporator

By: 

Tina Pham, Asst. Secretary