

P00000060970

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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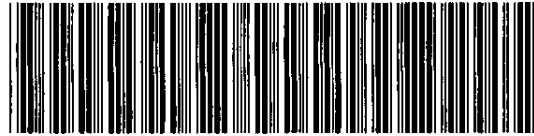
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

FEB 15 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MSGI CORPORATION

Name of Surviving Party

Please return all correspondence concerning this matter to:

SCOTT P. WEBER

Contact Person

PHELPS DUNBAR LLP

Firm/Company

100 S ASHLEY DRIVE, STE 1900

Address

TAMPA, FLORIDA 33602

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SCOTT P. WEBER

Name of Contact Person

at (813)

472-7892

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.109 and 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
#P00000060970 MSGI Corporation	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the merging limited liability company are as follows:

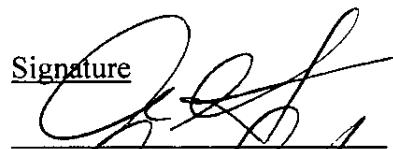
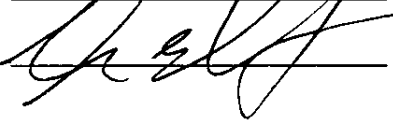
<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
#L06000122432 MSGI Technology, LLC	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH: The merger shall become effective immediately upon approval of a Novation by the United States of America regarding said merger but in no event later than 90 days after filing the Articles of Merger with the Florida Department of State, Division of Corporations.

FIFTH: The Articles of Merger may be revoked or amended by the sole Director and Shareholder of the Surviving Company and the sole Member and Managing Member of the Merging Company at any time prior to the effective date of the merger.

SIXTH: Signatures for each party:

<u>Name of Entity/Organization</u>	<u>Signature</u>	<u>Name:</u>
MSGI Corporation		Angel E. Cintron
MSGI Technology, LLC		Angel E. Cintron

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FLORIDA

PLAN OF MERGER

FIRST: The surviving domestic corporation into which the Merging Company (defined below) plans to merge is MSGI Corporation, a Florida corporation (the "Surviving Corporation").

SECOND: The merging limited liability company is MSGI Technology, LLC, a Florida limited liability company (the "Merging Company").

THIRD: The terms and conditions of the merger are as follows: The Merging Company shall be merged into the Surviving Corporation effective immediately upon approval of a Novation by the United States of America regarding said merger but in no event later than 90 days after filing the Articles of Merger with the Florida Department of State, Division of Corporations, and the separate existence of the Merging Company shall cease. The Articles of Incorporation and the Bylaws of the Surviving Corporation as such Articles of Incorporation and Bylaws are in effect prior to the merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation following the merger.

FOURTH: The Merging Company and the Surviving Corporation are owned, directly or indirectly, by the same individual (the "Owner"). In exchange for Owner's interests in the Merging Company, Owner shall retain all of the issued and outstanding shares of the Surviving Corporation and each membership interest in the Merging Company issued and outstanding immediately prior to the effective date shall be cancelled.

FIFTH: This Plan of Merger may be abandoned or amended by the sole Director and Shareholder of the Surviving Company and the sole Member and Managing Member of the Merging Company at any time prior to the effective date of the merger.

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