

P 00000104053

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)922-4000

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES,

Account Number : 075350000353

Phone : (212)431-5000

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RECEIVED
01 JAN 24 PM 4:58
DIVISION OF CORPORATIONS

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01 JAN 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

SRK MARKETING SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SRK MARKETING SERVICES, INC., a New York corporation not qualified in
Florida

INTO

SRK MARKETING SERVICES, INC., a Florida entity, P00000104053.

File date: January 24, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 24, 2001

SRK MARKETING SERVICES, INC.
339 RIDGE ROAD
JUPITER, FL 33477

SUBJECT: SRK MARKETING SERVICES, INC.
REF: P00000104053

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

THE ARTICLE OF INCORPORATION NEED NOT BE SENT.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000009868
Letter Number: 101A00003997

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, F.S.

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

Name

Jurisdiction

SRK MARKETING SERVICES, INC.

FLORIDA

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

Name

Jurisdiction

SRK MARKETING SERVICES, INC.

NEW YORK

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 in the future.)

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 November 7, 2000

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 November 7, 2000

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

(Attach additional sheets if necessary)

FILED
01 JAN 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H0100009868 0

PLAN OF MERGER
Section 607.1101

OF

SRK MARKETING SERVICES, INC.
(New York)

INTO

SRK MARKETING SERVICES, INC.
(Florida)

I, the undersigned, Albert A. Ricci, being respectively the President and Secretary of SRK MARKETING SERVICES, INC., a domestic corporation, AND SRK MARKETING SERVICES, INC., a foreign corporation do hereby adopt this plan of merger:

- (1) The name of the surviving corporation is SRK MARKETING SERVICES, INC. and the name of the constituent corporation to be merged is SRK MARKETING SERVICES, INC.
- (2) The certificate of incorporation of SRK MARKETING SERVICES, INC., a domestic corporation, was filed with the Secretary of State on the 6th day of November, 2000.

SRK MARKETING SERVICES, INC. was incorporated under the laws of the State of New York on the 23rd day of March, 1984.

- (3) The designation and number of outstanding shares of SRK MARKETING SERVICES, INC. the domestic corporation to be merged, is 200 common shares. The surviving corporation, SRK MARKETING SERVICES, INC., owns all 200 outstanding common shares of SRK MARKETING SERVICES, INC.

The designation and number of outstanding shares of SRK MARKETING SERVICES, INC., the New York corporation to be merged, is 200 common shares. The surviving corporation, SRK MARKETING SERVICES, INC., owns all 200 outstanding common shares of SRK MARKETING SERVICES, INC.

- (4) The aggregate number of shares of which the surviving corporation shall have the authority to issue is two hundred (200) common shares with no par value.

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