

Division of Corporations

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To: BRENDA TADLOCK
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From: GAIL S. ANDRE
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PLEASE ARRANGE FILING OF THE ARTICLES OF MERGER WITH AN EFFECTIVE DATE OF TODAY, NOVEMBER 14, 2001, AND RETURN TO ME A CERTIFICATION AND CERTIFICATE OF STATUS AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE

MERGER OR SHARE EXCHANGE

LEADER ENTERPRISES, INC.

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

LEADER ENTERPRISES, LLC (A FLORIDA LLC - L00000009617)

UNIVERSAL MARKETING ASSOCIATES, INC. (A GEORGIA CORPORATION
NOT REGISTERED WITH THIS OFFICE)

INTO

LEADER ENTERPRISES, INC., a Florida entity, P01000105883

File date: November 14, 2001, effective November 15, 2001

Corporate Specialist: Brenda Tadlock

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DIVISION OF CORPORATIONS
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**ARTICLES OF MERGER
OF
LEADER ENTERPRISES, LLC, L00-9617
AND
UNIVERSAL MARKETING ASSOCIATES, INC., NR
WITH AND INTO
LEADER ENTERPRISES, INC., P01-10588
(FLORIDA)**

EFFECTIVE DATE
11/15/01

Pursuant to the Florida Business Corporation Act, the Florida Limited Liability Company Act and the Georgia Business Corporation Code, Leader Enterprises, LLC, a Florida limited liability company ("Leader"), Universal Marketing Associates, Inc., a Georgia corporation ("UMA"), and Leader Enterprises, Inc., a Florida corporation ("Newco"), hereby adopt the following Articles of Merger with respect to the merger of Leader and UMA with and into Newco (the "Merger"):

FIRST: The plan of merger, pursuant to the applicable provisions of the Florida Business Corporation Act, the Georgia Business Corporation Code and the Florida Limited Liability Company Act, is as follows:

(a) At the "Effective Time" (as such term is hereinafter defined), Leader and UMA will be merged with and into Newco, and Newco will be the surviving corporation of the Merger. Newco is hereinafter sometimes referred to as the "Surviving Corporation."

(b) The terms and conditions of the Merger are as follows:

(i) The Surviving Corporation shall continue the corporate existence of Newco under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the parties to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any of the parties to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the parties will be impaired by the Merger.

(ii) The Articles of Incorporation of Newco, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by applicable law.

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(iii) The Bylaws of Newco, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(iv) The directors and officers of Newco immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(c) The manner and basis of converting or exchanging the limited liability company interests in Leader and the shares of capital stock in UMA into shares of the capital stock in the Surviving Corporation shall be as follows:

(i) By virtue of the Merger and as of the Effective Time, the issued and outstanding equity interests in Leader will be converted into and become, without action on the part of the holders thereof, six hundred (600) issued and outstanding shares of common stock in Newco, with such shares of common stock in Newco to be issued to the members of Leader pro rata in proportion to their respective ownership interests in Leader as of the Effective Time.

(ii) By virtue of the Merger and as of the Effective Time, the issued and outstanding shares of common stock in UMA will be converted into and become, without action on the part of the holders thereof, three hundred (300) issued and outstanding shares of common stock in Newco.

(iii) At and after the Effective Time, the sole shareholder of UMA upon presentation and surrender of a certificate or certificates therefore to Newco, will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Newco's common stock to which such holder is entitled as provided in Subsection (c)(ii) herein above. Until so presented and surrendered in exchange for a certificate representing common stock in Newco, each certificate which represented issued and outstanding shares of common stock in UMA as of the Effective Time, shall be deemed for all purposes to evidence ownership of the number of shares of common stock in Newco into which such shares of common stock in UMA have been converted pursuant to the Merger.

(d) The Merger shall become effective upon later of the date and time of the filing of Articles of Merger with the Florida Secretary of State and 12:01 a.m. on November 15, 2001 (the "Effective Time").

SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of Newco, the sole director of Newco approved the Merger by a written consent dated November 14, 2001. Because no shares of Newco have been issued, no shareholder approval is required.

THIRD: Pursuant to the applicable provisions of the Florida Limited Liability Company Act and the Operating Agreement of Leader, the sole manager and all of the members of Leader approved the Merger by a written consent dated November 13, 2001.

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FOURTH: Pursuant to the applicable provisions of the Georgia Business Corporation Code and the Bylaws of UMA, all of the directors and the sole shareholder of UMA approved the Merger by a Written Consent dated November 12, 2001.

FIFTH: The Surviving Corporation has agreed to promptly pay to the dissenting members of Leader the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, Leader, UMA and the Surviving Corporation have caused these Articles of Merger to be signed on their behalf hereinbelow by their respective duly authorized representatives on this 19th day of November 2001.

LEADER ENTERPRISES, LLC, a Florida
limited liability company

By: D.J. Snell

D.J. Snell, Manager

UNIVERSAL MARKETING ASSOCIATES,
INC., a Georgia corporation

By: Scott A. Pederson

Scott A. Pederson, President

LEADER ENTERPRISES, INC., a Florida
corporation

By: D.J. Snell

D.J. Snell, President

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