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**MERGER OR SHARE EXCHANGE  
VENALI, INC.**

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*Merger*

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## ARTICLES OF MERGER

OF

J2 SANTA BARBARA, INC.

WITH AND INTO

VENALI, INC.

Pursuant to the provisions of Sections 607.1101, *et. seq.* of the Florida Business Corporation Act ("FBCA"), the undersigned hereby certify that:

1. J2 Santa Barbara, Inc., a Florida corporation (the "Constituent Corporation") shall be merged with and into Venali, Inc., a Florida corporation (the "Surviving Company"), which shall be the surviving company (the "Merger").

2. The Plan of Merger, dated as of September 4, 2010, pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit A (the "Plan of Merger"), was executed and adopted by the Constituent Corporation and the Surviving Company in accordance with the FBCA, and approved by a majority of the shareholders of the Constituent Corporation and a majority of the shareholders of the Surviving Company by respective written consents dated as of September 4, 2010.

3. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State (the "Effective Date").

[SIGNATURES ON NEXT PAGE]

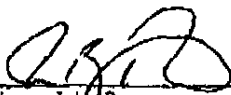
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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and the Surviving Company by their respective authorized officers as of this 4<sup>th</sup> day of September, 2010.

Venali, Inc., a Florida corporation

By:   
Name: John Ponce  
Title: CEO

j2 Santa Barbara, Inc., a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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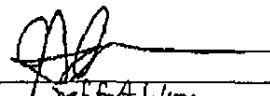
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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and the Surviving Company by their respective authorized officers as of this 4th day of September, 2010.

Venali, Inc., a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

j2 Santa Barbara, Inc., a Florida corporation

By:  \_\_\_\_\_  
Name: Jeff Adams  
Title: Director

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Exhibit A

Plan of Merger

See attached.

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Plan of Merger

This Plan of Merger (this "Plan") is entered into between Venali, Inc., a Florida corporation (the "Surviving Corporation"), and j2 Santa Barbara, Inc., a Florida corporation (the "Merging Corporation") and together with the Surviving Corporation, the "Parties").

- 1.1 The Surviving Corporation, Merging Corporation and certain other parties have entered into that certain Agreement and Plan of Merger dated as of September 4, 2010 (the "Merger Agreement"), pursuant to which, among other things, the Merging Corporation is to be merged into the Surviving Corporation. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Merger Agreement.
- 1.2 The Merging Corporation shall be merged into Surviving Corporation (the "Merger") which is to be the surviving corporation in the Merger.
- 1.3 The Merger shall become effective at the date and time (the "Effective Time") when this Plan has been filed with the Secretary of State of the State of Florida.
- 1.4 At the Effective Time:
  - (i) each share of common stock of the Merging Corporation outstanding immediately prior to the Effective Time shall automatically and without any action on the part of the holder thereof, be converted into one share of common stock of the Surviving Corporation; and
  - (ii) each share of the common stock of the Surviving Corporation outstanding immediately prior to the Effective Time shall automatically and without any action on the part of the holder thereof cease to be outstanding, shall be automatically cancelled, and shall be converted into the right to receive a portion of the Merger Consideration (if any).
- 1.5 The Surviving Corporation and the Merging Corporation shall each take or cause to be taken all actions, or do or cause to be done all things necessary, proper or advisable under the laws of the State of Florida to consummate and make effective the Merger pursuant to this Plan.
- 1.6 The effect of the Merger is as prescribed by law.

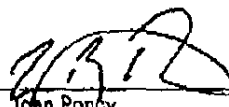
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IN WITNESS WHEREOF the Parties have executed this Plan.

VENALI, INC.

By:   
Name: John Porcy  
Title: CEO

J2 SANTA BARBARA, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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((H10000198437 3)))

IN WITNESS WHEREOF the Parties have executed this Plan.

VENALI, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

j2 SANTA BARBARA, INC.

By:  \_\_\_\_\_  
Name: Jeff Ambler  
Title: Director

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