

APR 13 2004 4:16PM

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Page 1 of 1

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

MERGER OR SHARE EXCHANGE

ABOVE AND BEYOND MARKETING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$70.00

RECEIVED

04 APR 13 PM 4:28

DIVISION OF CORPORATIONS

FILED
04 APR 13 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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merger
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APR. 13. 2004 4:16PM

CORPORATION SVC CO

NO. 658. P. 2.

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FILED
04 APR 13 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ABOVE AND BEYOND MARKETING, INC.
a Florida corporation
AND
ABOVE AND BEYOND MARKETING, INC.
a Delaware corporation

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Above and Beyond Marketing, Inc., a Florida corporation ("ABM-Florida") with and into Above and Beyond Marketing, Inc., a Delaware corporation ("ABM-Delaware").

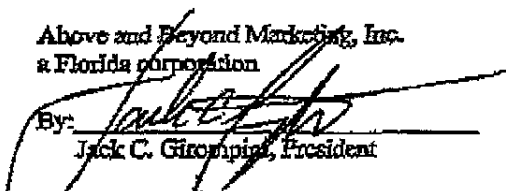
2. The shareholders entitled to vote on the aforesaid Plan of Merger of ABM-Florida approved and adopted the Plan of Merger at a meeting of said shareholders held on April 13, 2004.

3. The merger of ABM-Florida with and into ABM-Delaware is permitted by the laws of the jurisdiction of organization of ABM-Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of ABM-Delaware was April 13, 2004.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing.

Executed on April 13, 2004.

Above and Beyond Marketing, Inc.
a Florida corporation

By: 
Jack C. Girompini, President

Above and Beyond Marketing, Inc.
a Delaware corporation

By: 
Jack C. Girompini, President

H04000078375 3

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ARTICLES OF MERGER
OF
ABOVE AND BEYOND MARKETING, INC.
a Florida corporation
AND
ABOVE AND BEYOND MARKETING, INC.
a Delaware corporation

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Above and Beyond Marketing, Inc., a Florida corporation ("ABM-Florida") with and into Above and Beyond Marketing, Inc., a Delaware corporation ("ABM-Delaware").

2. The shareholders entitled to vote on the aforesaid Plan of Merger of ABM-Florida approved and adopted the Plan of Merger at a meeting of said shareholders held on April 12, 2004.

3. The merger of ABM-Florida with and into ABM-Delaware is permitted by the laws of the jurisdiction of organization of ABM-Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of ABM-Delaware was April 13, 2004.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing.

Executed on April 13, 2004.

Above and Beyond Marketing, Inc.
a Florida corporation

By: 
Jack C. Girompini, President

Above and Beyond Marketing, Inc.
a Delaware corporation

By: 
Jack C. Girompini, President

H04000078375 3

CERTIFICATE OF MERGER
OFABOVE AND BEYOND MARKETING, INC.
a Florida corporation

INTO

ABOVE AND BEYOND MARKETING, INC.
a Delaware corporation(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

Above and Beyond Marketing, Inc., a Delaware corporation, hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) Above and Beyond Marketing, Inc., a Florida corporation ("ABM-Florida"); and
 - (b) Above and Beyond Marketing, Inc., a Delaware corporation ("ABM-Delaware").
- (2) An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by ABM-Florida and ABM-Delaware, in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation (the "Surviving Corporation") is Above and Beyond Marketing, Inc., a Delaware corporation.
- (4) The certificate of incorporation of ABM-Delaware shall be the certificate of incorporation of the Surviving Corporation.
- (5) The Surviving Corporation is a corporation under the laws of the State of Delaware.
- (6) The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation at 676 Shadow Bay Way, Osprey, Florida 34229.
- (7) A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of ABM-Florida or ABM-Delaware.
- (8) The authorized capital stock of ABM-Florida is 1,000 shares of Common Stock, \$1.00 per value per share.
- (9) The effective date of this Certificate of Merger shall be the date of its filing.

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CERTIFICATE OF MERGER
OFABOVE AND BEYOND MARKETING, INC.
a Florida corporation

INTO

ABOVE AND BEYOND MARKETING, INC.
a Delaware corporation(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

Above and Beyond Marketing, Inc., a Delaware corporation, hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) Above and Beyond Marketing, Inc., a Florida corporation ("ABM-Florida"); and
 - (b) Above and Beyond Marketing, Inc., a Delaware corporation ("ABM-Delaware").
- (2) An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by ABM-Florida and ABM-Delaware, in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation (the "Surviving Corporation") is Above and Beyond Marketing, Inc., a Delaware corporation.
- (4) The certificate of incorporation of ABM-Delaware shall be the certificate of incorporation of the Surviving Corporation.
- (5) The Surviving Corporation is a corporation under the laws of the State of Delaware.
- (6) The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation at 676 Shadow Bay Way, Osprey, Florida 34229.
- (7) A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of ABM-Florida or ABM-Delaware.
- (8) The authorized capital stock of ABM-Florida is 1,000 shares of Common Stock, \$1.00 par value per share.
- (9) The effective date of this Certificate of Merger shall be the date of its filing.

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APR. 13. 2004 4:18PM CORPORATION SVC CO

NO. 658 P. 6

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IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate to be signed by the undersigned authorized officer, on the 13th day of April, 2004.

Above and Beyond Marketing Inc.
a Florida corporation

By Jack C. Girompini
Jack C. Girompini, President

Above and Beyond Marketing Inc.
a Delaware corporation

By Jack C. Girompini
Jack C. Girompini, President

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APR. 13. 2004 4:18PM

CORPORATION SVC CO

NO. 658

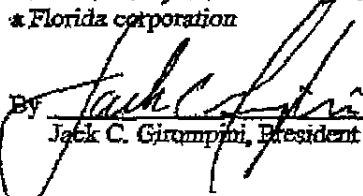
P. 7

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IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate to be signed by the undersigned authorized officer, on the 12th day of April, 2004.

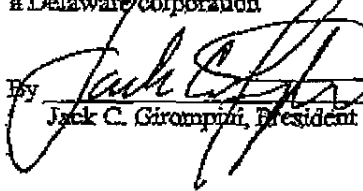
Above and Beyond Marketing Inc.
a Florida corporation

By


Jack C. Girompini, President

Above and Beyond Marketing Inc.
a Delaware corporation

By


Jack C. Girompini, President

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AGREEMENT OF MERGER

AGREEMENT of MERGER dated April 13, 2004, by and between Above and Beyond Marketing, Inc., a Florida corporation ("Florida Company" or the "Merged Corporation"), and Above and Beyond Marketing, Inc., a Delaware corporation ("Delaware Company" or the "Surviving Corporation"). Florida Company and Delaware Company are sometimes referred to as the "Constituent Corporations."

WHEREAS, Florida Company and Delaware Company deem it in the best interests of each corporation and their respective stockholders that Florida Company merge into Delaware Company pursuant to this Agreement and Title XXXVI, Chapter 607, Section 1101 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, Florida Company and Delaware Company, each in consideration of the other party joining in the execution and delivery of this Agreement, hereby act and agree as follows:

1. *Merger and Surviving Corporation.* On the Effective Date (as hereinafter defined), (a) Florida Company shall be merged into Delaware Company (the "Merger"), (b) Delaware Company shall be the surviving corporation, and in such capacity is hereinafter sometime referred to as the "Surviving Corporation" and (c) the separate existence of Florida Company shall cease.

2. *Conversion of Shares.*

(a) *Common Stock.* (i) On the Effective Date, each share of Common Stock, \$1.00 par value, of Florida Company ("Florida Common Stock") then issued and outstanding shall be converted into 10,000 shares of Class A Voting Common Stock, par value \$.001 of Delaware Company (the "Delaware Class A Voting Common Stock").

(ii) On the Effective Date, each share of Delaware Class A Voting Common Stock held by Florida Company or any subsidiary of Florida Company shall automatically, by virtue of the Merger, be cancelled without payment of any consideration therefor and without any conversion thereof.

(iii) Following the Effective Date, certificates for shares of Florida Common Stock ("Florida Common Certificates"), shall entitle the holders thereof to receive certificates for the appropriate number of fully paid and nonassessable shares of Delaware Class A Voting Common Stock upon presentation and surrender of the Florida Common Certificates to the Surviving Corporation.

(b) *Outstanding Certificates.* Pending presentation and surrender, such Florida Common Certificates shall be deemed for all purposes, including payment of dividends, to

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AGREEMENT OF MERGER

AGREEMENT of MERGER dated April 13, 2004, by and between Above and Beyond Marketing, Inc., a Florida corporation ("Florida Company" or the "Merged Corporation"), and Above and Beyond Marketing, Inc., a Delaware corporation ("Delaware Company" or the "Surviving Corporation"). Florida Company and Delaware Company are sometimes referred to as the "Constituent Corporations."

WHEREAS, Florida Company and Delaware Company deem it in the best interests of each corporation and their respective stockholders that Florida Company merge into Delaware Company pursuant to this Agreement and Title XXXVI, Chapter 607, Section 1101 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, Florida Company and Delaware Company, each in consideration of the other party joining in the execution and delivery of this Agreement, hereby act and agree as follows:

1. *Merger and Surviving Corporation.* On the Effective Date (as hereinafter defined), (a) Florida Company shall be merged into Delaware Company (the "Merger"), (b) Delaware Company shall be the surviving corporation, and in such capacity is hereinafter sometime referred to as the "Surviving Corporation" and (c) the separate existence of Florida Company shall cease.

2. *Conversion of Shares.*

(a) *Common Stock.* (i) On the Effective Date, each share of Common Stock, \$1.00 par value, of Florida Company ("Florida Common Stock") then issued and outstanding shall be converted into 10,000 shares of Class A Voting Common Stock, par value \$.001 of Delaware Company (the "Delaware Class A Voting Common Stock").

(ii) On the Effective Date, each share of Delaware Class A Voting Common Stock held by Florida Company or any subsidiary of Florida Company shall automatically, by virtue of the Merger, be cancelled without payment of any consideration therefor and without any conversion thereof.

(iii) Following the Effective Date, certificates for shares of Florida Common Stock ("Florida Common Certificates"), shall entitle the holders thereof to receive certificates for the appropriate number of fully paid and nonassessable shares of Delaware Class A Voting Common Stock upon presentation and surrender of the Florida Common Certificates to the Surviving Corporation.

(b) *Outstanding Certificates.* Pending presentation and surrender, such Florida Common Certificates shall be deemed for all purposes, including payment of dividends, to

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evidence ownership of the shares of Class A Voting Common Stock of the Surviving Corporation into which the shares of Florida Company shall have been so converted.

3. *Authorized Capital Stock.* The total number of shares of stock which the Surviving Corporation is authorized to issue is two million (2,000,000) shares of capital stock, consisting of one million five hundred thousand (1,500,000) shares of Class A Voting Common Stock, \$.001 par value per share, and five hundred thousand (500,000) shares of Class B Nonvoting Common Stock, \$.001 par value per share, each such class and shares having the preferences, voting powers, qualifications, special and relative rights and privileges as described in the Certificate of Incorporation of Delaware Company.

4. *Certificate of Incorporation and By-Laws.* The Certificate of Incorporation and By-Laws of Delaware Company, as in effect on the Effective Date, shall be the Certificate of Incorporation and By-Laws, respectively, of the Surviving Corporation.

5. *Purpose.* The purposes of the Surviving Corporation shall be marketing and business advisory services; and to do any and all acts and things permitted to be done by a corporation within the State of Delaware, pursuant to the provisions of the Delaware General Corporation Laws.

6. *Officers and Directors.* The directors and officers of Delaware Company shall continue to serve as the directors and officers of the Surviving Corporation, until their resignation or removal or until their successors have been elected and qualified.

7. *Effective Date of Merger.* As used herein, the term "Effective Date" shall mean the date of filing of Articles of Merger with the Secretary of the State of Florida and the Certificate of Merger with the Secretary of State of the State of Delaware.

8. *Stockholder Approval; Articles of Merger and Certificate of Merger.* Conditional upon and following the approval of this agreement by the Stockholders of Florida Company and the Stockholders of Delaware Company, Articles of Merger consistent with the terms of this Agreement shall be filed with the Secretary of State of Florida pursuant to Title XXXVI, Chapter 607, Section 1101 of the Florida Business Corporation Act and a Certificate of Merger consistent with the terms of this Agreement shall be filed with the Secretary of the State of Delaware pursuant to Section 252 of the Delaware General Corporation Law.

9. *Other Effects of Merger.* (a) At and after the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the

H04000078375 2

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evidence ownership of the shares of Class A Voting Common Stock of the Surviving Corporation into which the shares of Florida Company shall have been so converted.

3. *Authorized Capital Stock.* The total number of shares of stock which the Surviving Corporation is authorized to issue is two million (2,000,000) shares of capital stock, consisting of one million five hundred thousand (1,500,000) shares of Class A Voting Common Stock, \$.001 par value per share, and five hundred thousand (500,000) shares of Class B Nonvoting Common Stock, \$.001 par value per share, each such class and shares having the preferences, voting powers, qualifications, special and relative rights and privileges as described in the Certificate of Incorporation of Delaware Company.

4. *Certificate of Incorporation and By-Laws.* The Certificate of Incorporation and By-Laws of Delaware Company, as in effect on the Effective Date, shall be the Certificate of Incorporation and By-Laws, respectively, of the Surviving Corporation.

5. *Purpose.* The purposes of the Surviving Corporation shall be marketing and business advisory services; and to do any and all acts and things permitted to be done by a corporation within the State of Delaware, pursuant to the provisions of the Delaware General Corporation Laws.

6. *Officers and Directors.* The directors and officers of Delaware Company shall continue to serve as the directors and officers of the Surviving Corporation, until their resignation or removal or until their successors have been elected and qualified.

7. *Effective Date of Merger.* As used herein, the term "Effective Date" shall mean the date of filing of Articles of Merger with the Secretary of the State of Florida and the Certificate of Merger with the Secretary of State of the State of Delaware.

8. *Stockholder Approval; Articles of Merger and Certificate of Merger.* Conditional upon and following the approval of this agreement by the Stockholders of Florida Company and the Stockholders of Delaware Company, Articles of Merger consistent with the terms of this Agreement shall be filed with the Secretary of State of Florida pursuant to Title XXXVI, Chapter 607, Section 1101 of the Florida Business Corporation Act and a Certificate of Merger consistent with the terms of this Agreement shall be filed with the Secretary of the State of Delaware pursuant to Section 252 of the Delaware General Corporation Law.

9. *Other Effects of Merger.* (a) At and after the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the

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Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liability and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

(b) As and when requested by the Surviving Corporation or by its successors or assigns, Florida Company will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of Florida Company and the officers and directors of the Surviving Corporation are fully authorized in the name of Florida Company or otherwise to take any and all such action.

(c) All corporate acts, plans, policies, approvals and authorizations of Florida Company, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on Florida Company. The employees of Florida Company shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of Florida Company.

(d) From the Effective Date, the officers and directors of the Surviving Corporation are hereby authorized in the name of the corporations that were the Constituent Corporations to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Agreement of Merger.

10. *Abandonment.* The Merger contemplated by this Agreement may be abandoned by mutual consent and agreement of Florida Company and Delaware Company at any time prior to the filing of the Articles of Merger with the Secretary of the State of Florida and the Certificate of Merger with the Secretary of State of the State of Delaware.

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Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liability and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

(b) As and when requested by the Surviving Corporation or by its successors or assigns, Florida Company will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of Florida Company and the officers and directors of the Surviving Corporation are fully authorized in the name of Florida Company or otherwise to take any and all such action.

(c) All corporate acts, plans, policies, approvals and authorizations of Florida Company, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on Florida Company. The employees of Florida Company shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of Florida Company.

(d) From the Effective Date, the officers and directors of the Surviving Corporation are hereby authorized in the name of the corporations that were the Constituent Corporations to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Agreement of Merger.

10. *Abandonment.* The Merger contemplated by this Agreement may be abandoned by mutual consent and agreement of Florida Company and Delaware Company at any time prior to the filing of the Articles of Merger with the Secretary of the State of Florida and the Certificate of Merger with the Secretary of State of the State of Delaware.

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APR. 13. 2004 4:22PM CORPORATION SVC CO

NO. 658 P. 14

H04000078375

WITNESS the execution hereof under seal on the day and year first above written.

Above and Beyond Marketing, Inc.
a Florida corporation

By:


Jack C. Giromppini, President

Above and Beyond Marketing, Inc.
a Delaware corporation

By:


Jack C. Giromppini, President

APR 13 2004 4:22PM CORPORATION SVC CO

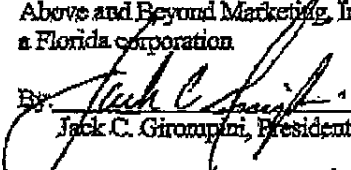
NO. 658 P. 15

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WITNESS the execution hereof under seal on the day and year first above written.

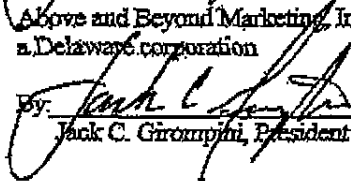
Above and Beyond Marketing, Inc.
a Florida corporation

By


Jack C. Girompini, President

Above and Beyond Marketing, Inc.
a Delaware corporation

By


Jack C. Girompini, President

APR. 13. 2004 4:22PM CORPORATION SVC CO

NO. 658 P. 16

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SECRETARY'S CERTIFICATE

I hereby certify that the Agreement of Merger was duly adopted by the stockholders of Above and Beyond Marketing, Inc., a Florida corporation, by unanimous written consent of the stockholders dated April 13, 2004.


Susan J. Gironcini, Secretary

APR. 13. 2004 4:22PM

CORPORATION SVC CO

NO. 658 P. 17

H04000078375 3

SECRETARY'S CERTIFICATE

I hereby certify that the Agreement of Merger was duly adopted by the stockholders of Above and Beyond Marketing, Inc., a Florida corporation, by unanimous written consent of the stockholders dated April 13, 2004.


Susan J. Giromppini, Secretary

APR. 13. 2004 4:23PM CORPORATION SVC CO

NO. 658 P. 18

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SECRETARY'S CERTIFICATE

I hereby certify that the Agreement of Merger was duly adopted by the stockholders of Above and Beyond Marketing, Inc., a Delaware corporation, by written consent dated April 13, 2004.


Susan J. Gironzini, Secretary

APR. 13. 2004. 4:23PM

CORPORATION SVC CO

NO. 658

P. 19

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SECRETARY'S CERTIFICATE

I hereby certify that the Agreement of Merger was duly adopted by the stockholders of Above and Beyond Marketing, Inc., a Delaware corporation, by written consent dated April 12, 2004.


Susan J. Girompini, Secretary