

Division of Corporations

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MERGER OR SHARE EXCHANGE

YOUSPEAK NETWORK, INC.

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merger
of 6/29/04

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**ARTICLES OF MERGER OF 2 SKY BLUE MEDIA WORKS, INC.
INTO
YOUSPEAK NETWORK, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 Sky Blue Media Works, Inc., a corporation organized under the laws of the State of Texas ("2 Sky Blue"), hereby submits these Articles of Merger for the purpose of merging into YouSpeak Network, Inc. ("YouSpeak"), a corporation organized under the laws of the State of Florida:

1. The following Plan of Merger Plan was duly approved in the manner prescribed by law:

**PLAN OF MERGER OF 2 SKY BLUE MEDIA WORKS, INC. WITH AND INTO
YOUSPEAK NETWORK, INC.**

A. CORPORATIONS PARTICIPATING IN MERGER

The names of the constituent corporations proposing to merge are 2 Sky Blue Media Works, Inc., ("2 Sky Blue") and YouSpeak Network, Inc. ("YouSpeak"), and the constituent corporation that shall be the surviving corporation after the merger becomes effective is YouSpeak.

B. NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION

The name which the surviving corporation shall have after the merger becomes effective is "YouSpeak Network, Inc." YouSpeak's Articles of Incorporation shall remain unchanged following the merger.

C. TERMS AND CONDITIONS OF PROPOSED MERGER

Pursuant to the terms and conditions of the Agreement and Plan of Merger executed by the parties, 2 Sky Blue shall be merged with and into YouSpeak. Upon the merger of 2 Sky Blue into YouSpeak, the corporate existence of 2 Sky Blue shall cease and the corporate existence of YouSpeak shall continue. YouSpeak will assume all assets and liabilities of 2 Sky Blue.

D. CONVERSION AND EXCHANGE OF SHARES

At the Effective Time (as hereinafter defined):

1. Shares of 2 Sky Blue. Each share of common stock of 2 Sky Blue issued and outstanding immediately prior to the Effective Time shall automatically be converted into and become a right to receive a single share of common stock of YouSpeak.

2. Shares of YouSpeak. Each share of stock of YouSpeak issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

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3. Closing of 2 Sky Blue's Transfer Books. At the Effective Time, the stock transfer books of 2 Sky Blue shall be closed with respect to shares of common stock of 2 Sky Blue issued and outstanding immediately prior to the Effective Time and no further transfer of such shares shall thereafter be made on such stock transfer books. If, after the Effective Time, valid certificates previously representing such shares are presented to the Surviving Corporation or its designee, such certificates shall be exchanged as provided in Section 4 below.

4. Exchange of Certificates. After the Effective Time (as hereinafter defined), upon the surrender and exchange of a certificate theretofore representing shares of 2 Sky Blue's common stock to YouSpeak, the holder shall be issued an equal number of shares of YouSpeak, and such 2 Sky Blue certificate shall represent solely the right to receive an equivalent number of shares of YouSpeak.

F. TAKING OF NECESSARY ACTION

YouSpeak and 2 Sky Blue shall use all reasonable efforts to take all such action as may be necessary or appropriate in order to effectuate the merger contemplated by this Plan as promptly as possible. If, at any time after the Effective Time (as hereinafter defined), any further action is necessary or desirable to carry out the purposes of the merger contemplated by this Plan or to vest YouSpeak with full right, title and possession to all assets, property, rights, privileges, immunities and franchises of 2 Sky Blue, the officers and directors of YouSpeak are fully authorized in the name of 2 Sky Blue, to take, and shall take, all such action.

G. EFFECTIVE DATE AND TIME

The date and time at which the merger contemplated by this Plan shall become effective is 12:01 a.m. on the date of filing of the Articles of Merger by the Florida Secretary of State (the "Effective Time").

H. SHAREHOLDER APPROVAL

Each of 2 Sky Blue and YouSpeak have issued and outstanding 1000 shares of common stock, respectively, and no other class of stock is issued and outstanding. The Plan of Merger described in these Articles of Merger was approved by the Boards of Directors and all of the shareholders of both 2 Sky Blue and YouSpeak pursuant to unanimous Written Actions dated May 12, 2004. The Plan of Merger and performance of its terms have been duly authorized by all action required by the laws of Texas with regard to 2 Sky Blue, and Florida with regard to YouSpeak.

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IN WITNESS WHEREOF, these Articles of Merger are signed by the President of YouSpeak Network, Inc. and 2 Sky Blue Media Works, Inc., as of the 13 day of May, 2004.

YOUSPEAK NETWORK, INC.

2 SKY BLUE MEDIA WORKS, INC.


By: William C. Bledsoe, President


By: William C. Bledsoe, President