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Account Name : SHUMAKER, LOOP & KENDRICK LLP
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MERGER OR SHARE EXCHANGE

GECKO MEDIA, INC.

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Merger
RC
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ARTICLES OF MERGER
Merger Sheet

MERGING:

GLOBAL INTERACTIVE NETWORK SYSTEMS, INC., a Florida corporation,
document number P96000076365

INTO

GECKO MEDIA, INC., a Florida entity, P02000075024

File date: August 19, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 19, 2002

GECKO MEDIA, INC.
7825 NORTH DALE MABRY HWY.
SUITE 104
TAMPA, FL 33614

SUBJECT: GECKO MEDIA, INC.
REF: P02000075024

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.

IN PART THIRD, PLEASE REMOVE REFERENCE TO LIMITED LIABILITY COMPANIES SINCE THIS IS A MERGER OF CORPORATIONS.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000182512
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**STATE OF FLORIDA
ARTICLES OF MERGER**

OF

GLOBAL INTERACTIVE NETWORK SYSTEMS, INC.
a Florida corporation

INTO

GECKO MEDIA, INC.
a Florida corporation

FILED
02 AUG 19 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101, entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

FIRST: In accordance with the applicable provisions of the Florida Business Corporations Act, the Plan of Merger ("Plan of Merger") attached hereto as Exhibit "A" was adopted by the shareholders of Global Interactive Network Systems, Inc., a Florida corporation (the "Merged Corporation"), on August 14, 2002, by a vote sufficient to so approve the Plan of Merger. The Board of Directors of the Merged Corporation has determined that it should make no recommendation on the Merger because the directors of the Merged Corporation are the shareholders of the Surviving Corporation. The Plan of Merger was adopted by the Board of Directors and shareholders of Gecko Media, Inc., a Florida corporation (the "Surviving Corporation"), as of August 14, 2002, by a vote sufficient to so approve the Plan of Merger.

SECOND: The effective date and time of these Articles of Merger shall be the date and time they are filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607 (the "Effective Date").

THIRD: Pursuant to the Plan of Merger, on the Effective Date, the Merged Corporation will merge with and into the Surviving Corporation and the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall continue and be governed by the laws of the State of Florida. The terms and conditions of the merger and the manner and basis of converting the shares of the shareholders of each corporation that is party to the merger are set forth in the Plan of Merger and incorporated herein by reference.

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SHUMAKER LOOP KENDRICK

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 16th day of August, 2002.

GLOBAL INTERACTIVE NETWORK SYSTEMS, INC.

By: 
Stephen J. Weir, President

GECKO MEDIA, INC.

By: 
Aaron L. Houck, Chief Executive Officer

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PLAN OF MERGER

This PLAN OF MERGER, made and entered into as of the 14 day of August, 2002, by and between Global Interactive Network Systems, Inc., a Florida corporation (the "Merged Corporation"), and Gecko Media, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has three hundred (300) shares of common stock issued and outstanding;

WHEREAS, the issued and outstanding shares of common stock of the Merged Corporation are held as follows:

Shareholder	Number of Shares
Daniel Colon	100
Aaron L. Houck	100
Stephen J. Weir	100

WHEREAS, the Surviving Corporation is a Florida corporation and currently has nine hundred (900) shares of common stock issued and outstanding;

WHEREAS, the shareholders of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Board of Directors of the Merged Corporation has determined that it should make no recommendation on the Merger because the directors of the Merged Corporation are the shareholders of the Surviving Corporation; and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the shareholders of the Merged Corporation and the Surviving Corporation, in the manner prescribed by Florida Statutes Section 607.1103.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, that the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

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ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDER OF SURVIVING CORPORATION

The Board of Directors, officers and shareholders of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholders of the Surviving Corporation until

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their successors are elected and qualified or the shareholders transfer their ownership in the Surviving Corporation.

ARTICLE V
MANNER OF CONVERTING SHARES

Each share of common stock of the Merged Corporation owned by Mr. Colon immediately prior to the Effective Date shall be canceled and replaced with cash in the amount of \$1.00, so that in connection with the Merger, Mr. Colon shall receive a total of \$100.00. Each share of common stock of the Merged Corporation owned by Messrs. Houck and Weir immediately prior to the Effective Date shall be canceled and replaced with one (1) share of common stock, \$0.01 par value, of the Surviving Corporation.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the shareholders of the Merged Corporation and Board of Directors and Shareholders of the Surviving Corporation, in the manner prescribed by Florida Statutes Section 607.1103.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing the Articles of Merger with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

GLOBAL INTERACTIVE NETWORK SYSTEMS, INC.

By: 
Stephen J. Weir, President

GECKO MEDIA, INC.

By: 
Aaron L. Houck, Chief Executive Officer