

UNCLASSIFIED  
Aug 29 2003  
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Division of Corporations  
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**P03000004714**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**PINPOINT INTERACTIVE MEDIA, INC.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 29, 2003

PINPOINT INTERACTIVE MEDIA, INC.  
2855 N UNIVERSITY DRIVE  
CORAL SPRINGS, FL 33065

SUBJECT: PINPOINT INTERACTIVE MEDIA, INC.  
REF: P03000004714

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.

In the plan of merger, on number 4 the word organization should be replaced with the word incorporation.

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) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H03000264116  
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# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Pinpoint Interactive Media, Inc.	Florida	P03000004714

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Pinpoint Interactive Media, Inc.	New York	991019000573

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR           /          /           (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 25, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on                      and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 28, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on                      and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

**Name of Corporation**

**Sigurd**

Typed or Printed Name of Individual & Title

**Pinpoint Interactive Media,  
Inc. (Florida)**

**Adam Kaufman, Director**

**Pinpoint Interactive Media,  
Inc. (New York)**

**Adam Kaufman, Director**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 28 day of August 2003, by and between PINPOINT INTERACTIVE MEDIA, INC., a NEW YORK Corporation (hereinafter sometimes referred to as the "Merged Corporation"), and PINPOINT INTERACTIVE MEDIA, INC., a FLORIDA corporation (the "Surviving Corporation"). The Merged Company and the Surviving Corporation being hereinafter sometimes referred to as the "Constituent Entities."

**WITNESSETH:**

WHEREAS, the parties desire that the Merged Corporation merge into the Surviving Corporation in a manner which conforms to Section 607.1108 of the Florida Business Corporation Act and Section 904-a of the New York Business Corporation Law.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. **Merger.** The Merged Corporation shall merge into the Surviving Corporation in accordance with the laws of the State of Florida and in accordance with the laws of the State of New York. As a result of the merger, the Merged Corporation shall cease operation and shall no longer exist.
2. **Effective Date.** The merger shall become effective upon filing Articles of Merger with the Secretary of State of Florida (the "Effective Date").
3. **Rights of the Surviving Corporation.** Upon the Effective Date: (a) the Merged Corporation and the Surviving Corporation shall become a single Corporation and the separate existence of the Merged Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Corporation, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Corporation shall vest in the Surviving Corporation without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Corporation shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Entities shall be unimpaired; the Surviving Corporation shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Entities; and all debts, liabilities and obligations of the respective Constituent Entities shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Entities; and (d) without limitation of the foregoing provisions of this Section 3, all acts, plans, policies, contracts, approvals and authorizations of the Constituent Entities,

their members, Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation as they were with respect to the Constituent Entities.

4. **Certificate of Incorporation and Corporation Agreement. Members of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the shareholders of the Surviving Corporation Agreement shall remain the shareholders of the Surviving Corporation.

5. **Designation and Number of Shareholders.** The designation and number of shareholders are as follows:

a. The Merged Corporation has one class of stock which class is common stock and one shareholder, Adam Kaufman, an individual; and

b. The Surviving Corporation has one class of stock which class is common stock and one shareholder, Adam Kaufman, an individual.

6. **Appointment of Agent for Service of Process.** The Merged Corporation and the Surviving Corporation appoints the Secretary of State of Florida to accept service of process for any legal action in Florida against either company, with a copy of such process to be mailed to Marc I. Sincensky, Esquire, c/o Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486.

7. **Entire Agreement.** This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. **Waivers and Amendments.** This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

9. **Governing Law.** This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

10. **Headings.** The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

11. **Severability of Provisions.** The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. **Counterparts.** This Agreement may be executed in any number of counterparts,

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each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

PINPOINT INTERACTIVE MEDIA, INC.  
a New York corporation

  
Adam Kaufman, Sole Shareholder

PINPOINT INTERACTIVE MEDIA, INC.  
a Florida corporation

  
Adam Kaufman, Sole Shareholder

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