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MERGER OR SHARE EXCHANGE

IMMS (FLORIDA), INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

87.50

Merger
KRC
24
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ARTICLES OF MERGER
Merger Sheet

MERGING:

INTEGRATED MARKETING AND MANAGEMENT SERVICES, LTD., a
Minnesota corporation, not qualified in Florida

INTO

IMMS (FLORIDA), INC., a Florida entity, P03000020103

File date: February 28, 2003

Corporate Specialist: Karen Gibson

GFPAC
ATTORNEYS AT LAW

GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.

Pelican Bay Corporate Centre
5551 Ridgewood Drive, Suite 501
Naples, Florida 34108-2719**FAX COVER SHEET**Tel 239.514.1000
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Date: March 4, 2003

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From:	Tara Friedman
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Comments: Attached please find the fax audit cover sheet, the Articles of Merger and the page showing it was faxed to your department on Friday, February 28, 2003.

I appreciate your assistance in filing these Articles with the date of February 28, 2003. Thanks so much for your assistance.

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PLAN OF MERGER

Merger of Parent into Subsidiary Corporation Pursuant to 607.1104, F.S.

Integrated Marketing and Management Services, Ltd., a Minnesota corporation ("Parent Corporation"), owner of 100% of the outstanding shares of each class of stock of its subsidiary corporation IMMS (Florida), Inc., a Florida corporation, proposes to merge with its Florida subsidiary pursuant to the legal requirements of both Minnesota and Florida, upon the following terms:

1. The surviving corporation shall be IMMS (Florida), Inc.;
2. Each share of common stock of Parent Corporation issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock of IMMS (Florida), Inc., and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of Parent Corporation shall automatically be and become holders of shares of IMMS (Florida), Inc. upon the basis above specified, whether or not certificates representing such shares are then issued and delivered. Each share of common stock of Parent Corporation which shall be issued and held by it as treasury shares immediately prior to the effective time of the merger, shall be converted into one share of common stock of IMMS (Florida), Inc. and shall be held in the treasury of IMMS (Florida), Inc. until sooner disposed of;
3. The effective time and date of the merger shall be 23:59:59, February 28, 2003;
4. The Board of Directors of Parent Corporation and IMMS (Florida), Inc. may terminate the proposed merger at any time prior to filing the requisite documents with the Secretary of State of the States of Minnesota and Florida;
5. The Shareholders of IMMS (Florida), Inc. who are entitled to vote on this merger and who may dissent from the merger pursuant to 607.1320, F.S. may be entitled to be paid the fair value for their shares, provided they comply with the relevant provisions of Florida law regarding dissenting shareholders.

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