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MERGER OR SHARE EXCHANGE

MARKETING SERVICES (MINNESOTA) CORP.

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EFFECTIVE DATE

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ARTICLES OF MERGER
OF
MARKETING SERVICES (MINNESOTA) CORP.
(a Minnesota corporation)
AND
MARKETING SERVICES (MINNESOTA) CORP.
(a Florida corporation)

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic 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 Marketing Services (Minnesota) Corp., a Minnesota corporation (the "Minnesota Corporation") with and into Marketing Services (Minnesota) Corp., a Florida corporation (the "Florida Corporation").

2. The merger of the Minnesota Corporation with and into the Florida Corporation is permitted by the laws of the jurisdiction of organization of the Minnesota Corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the sole shareholder the Minnesota Corporation was September 25, 2003.

3. The shareholders of the Florida Corporation entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on September 25, 2003 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective date of the merger herein provided for in the State of Florida shall be October 1, 2003.

MARKETING SERVICES (MINNESOTA) CORP., a
Minnesota corporation

By: 

Joseph Lombardi
Chief Financial Officer

MARKETING SERVICES (MINNESOTA) CORP., a Florida
corporation

By: 

Joseph Lombardi
Chief Financial Officer

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PLAN OF MERGER
OF
MARKETING SERVICES (MINNESOTA) CORP.
(a Minnesota corporation)
AND
MARKETING SERVICES (MINNESOTA) CORP.
(a Florida corporation)

PLAN OF MERGER approved on September 25, 2003 by Marketing Services (Minnesota) Corp., which is a corporation for profit organized under the laws of the State of Minnesota (the "Minnesota Corporation"), and which is subject to the provisions of the Minnesota Business Corporation Act, and by resolution adopted by the affirmative vote of at least a majority of its Board of Directors on said date, and approved on September 25, 2003 by Marketing Services (Minnesota) Corp., which is a corporation for profit organized under the laws of the State of Florida (the "Florida Corporation"), and which is subject to the provisions of the Florida Business Corporation Act, and by resolution adopted by its Board of Directors on said date.

1. The Florida Corporation and the Minnesota Corporation, shall, pursuant to the provisions of the laws of the State of Minnesota and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, the Florida Corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the Minnesota Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the

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election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger need not be authorized by an action of the sole shareholder of the surviving corporation pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the Minnesota Business Corporation Act and the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Minnesota and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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