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EFFECTIVE DATE
1/1/04

MERGER OR SHARE EXCHANGE

MARKET RESEARCH INSIGHT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1109, Florida Statutes, these Articles of Merger are entered into and adopted by and between **MARKET RESEARCH INSIGHT, INC.**, a Florida corporation (hereinafter "Market"), and **KENNEDY & ASSOCIATES, INC.**, a Louisiana corporation (hereinafter "Kennedy"), for the purpose of merging them into one of such entities.

1. Market and Kennedy have adopted the attached Plan of Merger.
2. The name of the surviving entity is Market Research Insight, Inc., a Florida corporation.
3. The Plan of Merger was adopted pursuant to Section 607.1108, Florida Statutes, and Section 112 of Title XI, Revised Louisiana Statutes.
4. The Plan of Merger was adopted on the 23rd day of December, 2003, by action of the sole stockholder and director of Market.
5. The Plan of Merger was adopted on the 23rd day of December, 2003, by action of the sole stockholder and director of Kennedy.
6. The Plan of Merger is effective for accounting purposes on January 1, 2004.

EFFECTIVE DATE
1/1/04

DATED on the dates set forth below.

MARKET RESEARCH INSIGHT, INC.,
a Florida corporation

By: Verne R. Kennedy
Verne R. Kennedy, President
Date: Dec 23, 2003

KENNEDY & ASSOCIATES, INC.,
a Louisiana corporation

By: Verne R. Kennedy
Verne R. Kennedy, President
Date: Dec 23, 2003

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PLAN OF MERGER

THIS IS A PLAN OF MERGER entered between **MARKET RESEARCH, INSIGHT, INC.**, a Florida corporation, (hereinafter "Market"), and **KENNEDY & ASSOCIATES, INC.**, a Louisiana corporation (hereinafter "Kennedy").

STIPULATIONS

A. Market is a corporation organized and existing under the laws of the State of Florida, with its principal office at 630 East Government Street, Pensacola, Florida 32502-6136.

B. Kennedy is a corporation organized and existing under the laws of the State of Louisiana with its principal office at 2019-B Jefferson Highway, Jefferson, Louisiana 70121.

C. The sole stockholder and director of Market and Kennedy deems it desirable and in the best business interests of Market and Kennedy that Kennedy be merged into Market, pursuant to the provisions of Sections 607.1108, Florida Statutes, and the applicable laws of the State of Louisiana, with Market being the surviving business entity. In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, Market and Kennedy agree as follows:

Section 1. Merger. Kennedy shall merge with and into Market and Market shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of Kennedy shall cease, and Market shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Corporation without the necessity for any separate transfer. Market shall

thereafter be responsible and liable for all liabilities and obligations of Kennedy and neither the rights of creditors nor any liens on the property of Kennedy shall be impaired by the merger.

Section 3. Conversion of Shares of Stock of Corporation. Verne R. Kennedy (hereinafter "Verne") is the sole stockholder of Market and Kennedy. As the sole stockholder of both Market and Kennedy, Verne shall surrender his shares of stock in Kennedy and said shares of stock shall be cancelled of record. Because Verne will continue to be the sole stockholder of Market as the surviving entity, no additional shares of stock in Market will be issued to Goldstein in exchange for his shares of stock of Kennedy. After the merger, Verne will own 100% of the issued and outstanding stock of Market.

Section 4. Changes in Articles of Incorporation. The Articles of Incorporation of Market shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 5. Changes in Bylaws. The Bylaws of Market shall continue to be its Bylaws following the effective date of the merger.

Section 6. Directors and Officers. The directors and officers of Market as of and following the effective date of the merger shall be as follows:

Verne R. Kennedy	President/Director
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Martha C. Kennedy	Secretary
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Section 7. Effective Date of Merger. The effective date of this merger for accounting purposes shall be January 1, 2004.

Section 8. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

DATED on the dates set forth below.

MARKET RESEARCH INSIGHT, INC.,
a Florida corporation

KENNEDY & ASSOCIATES, INC.,
a Louisiana corporation

By: Verne R. Kennedy
Verne R. Kennedy, President

By: Verne R. Kennedy
Verne R. Kennedy, President

Date: Dec 23, 2003

Date: Dec 23, 2003

ATTESTATION/CERTIFICATION:

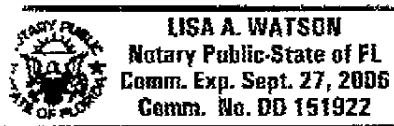
The undersigned, as Secretary of Market Research Institute, Inc. and Kennedy & Associates, Inc., does hereby certify that the plan of merger has been approved by the stockholders of each corporation pursuant to the applicable provisions of Section 112, Title XI, Louisiana Revised Statutes.

Martha C. Kennedy
Martha C. Kennedy, Secretary of Market
Research, Inc. and Kennedy & Associates, Inc.

Date: 12-23-03, 2003

STATE OF FLORIDA)
) ss.
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 23rd day of December, 2003, by Verne R. Kennedy, as President of Market Research Insight, Inc., a Florida corporation, personally known to me to be the person described in and who executed the foregoing instrument on the corporation and acknowledged that he executed it as his free act and deed on behalf of the corporation.



Lisa A. Watson
[Signature of Notary Public]

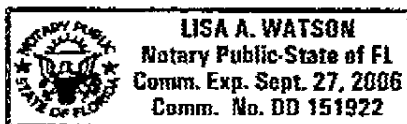
[Print, Type, or Stamp Name of Notary Public]
State of Florida at Large

[NOTARIAL SEAL]

Commission Number: _____
My Commission Expires: _____

STATE OF FLORIDA)
) ss.
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 23rd day of December, 2003, by Verne R. Kennedy, as President of Kennedy & Associates, Inc., a Florida corporation, personally known to me to be the person described in and who executed the foregoing instrument on the corporation and acknowledged that he executed it as his free act and deed on behalf of the corporation.



Lisa A. Watson
[Signature of Notary Public]

[Print, Type, or Stamp Name of Notary Public]
State of Florida at Large

[NOTARIAL SEAL]

Commission Number: _____
My Commission Expires: _____