

P04000130028

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MERGER OR SHARE EXCHANGE

IBOPE MEDIA INFORMATION CORPORATION OF FLORIDA, INC.

Certificate of Status	1
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Merger
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105 Florida Statutes.

ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

IBOPE Media Information Corporation
c/o: DAVID SPENCER 860 UNITED NATIONS PLAZA

NEW YORK NY 10017

Jurisdiction: New York

Entity Type: Corporation

ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

IBOPE Media Information Corporation of Florida, Inc.
801 Brickell Avenue, Suite 1580
Miami, FL 33131

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P04000130028

Nelson Slosbergas I FL Bar Member 378887
Nelson Slosbergas, P.A.
801 Brickell Avenue, Suite 1580
Miami FL 33131
305-374-0030

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ARTICLE 3

The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the shareholders of the merging foreign corporation on December 31, 2004 in accordance with applicable law.

ARTICLE 4

The attached Plan of Merger was approved by the shareholders of the surviving domestic corporation on December 31, 2004 in accordance with Chapter 607, Florida Statutes.

ARTICLE 5

The merger is permitted under the laws and governing documents applicable to each party to the merger.

ARTICLE 6

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

ARTICLE 7

The Articles of Merger Comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

IBOPE Media Information Corporation

By: 

Name: PAULO PINHEIRO DE ANDRADE

Title: Vice President

IBOPE Media Information Corporation of Florida, Inc.

By: 

Name: PAULO PINHEIRO DE ANDRADE

Title: Vice President

Nelson Slosbergas FL Bar Member 37887

Nelson Slosbergas, P.A.

801 Brickell Avenue, Suite 1580

Miami FL 33131

305-374-0030

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1105 is being submitted.

1. The merging corporation's name and jurisdiction are listed below:

Name: IBOPE Media Information Corporation

Jurisdiction: New York

2. The surviving corporation's name and jurisdiction are listed below:

Name: IBOPE Media Information Corporation of Florida, Inc.

Jurisdiction: Florida

3. The terms and conditions of the merger are as follows:

Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1105, Florida Statutes. The merging corporation shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporation shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporation shall be vested in the surviving corporation without further act or deed. The title/interest in all real estate vested in the merging corporation shall become vested in the surviving corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging corporation shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporation existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging corporation shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of the surviving corporation shall remain outstanding.

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