

P05000006262

Florida Department of State

Division of Corporations

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*Articles of Merger
 Thesis*

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FLORIDA DEPARTMENT OF STATE

MERGER OR SHARE EXCHANGE

MATERETSKY FINANCIAL GROUP, INC.

Certificate of Status	0
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(H060002939243)

Dec. 13. 2006 (10:21AM)

No. 5031

P. 2

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Document Number

(If known/ applicable)

Materetky Financial Group, Inc.

FL

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Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Document Number

(If known/ applicable)

Integrated Financial Designs, Inc.

FL

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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 after merger file date.)

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 December 7, 2006.

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 December 7, 2006.

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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FILED
2006 DEC 13 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dec. 13. 2006 10:22AM
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No. 5031 P. 3

Seventh: SIGNATURES FOR EACH CORPORATION

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No. 5031 P. 4

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Materetsky Financial Group, Inc.

FL

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Integrated Financial Designs, Inc.

FL

Third: The terms and conditions of the merger are as follows:

The Articles of Incorporation of the Materetsky Financial Group, Inc. shall continue in full force and effect upon the merger as the Articles of Incorporation of the surviving corporation. The bylaws of Materetsky Financial Group, Inc. shall continue in full force and effect upon the merger as the bylaws of the surviving corporation. On and after the merger, all the property, rights, privileges and other assets of Integrated Financial Designs, Inc. shall be transferred to, vested in, and devolve upon, the surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of the common stock of Materetsky Financial Group, Inc. which shall be issued and outstanding as of the effective date of the merger shall remain issued and outstanding upon the merger and each such share shall thereafter constitute one share of the common stock of the surviving corporation. Each share of the common stock of Integrated Financial Designs, Inc. which shall be issued and outstanding as of the effective date of the merger shall upon the merger be forthwith changed and converted into one share of common stock of the surviving corporation.

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No. 5031 P. 5

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached: N/A

Other provisions relating to the merger are as follows:

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