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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

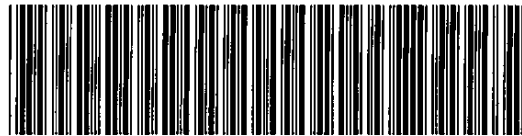
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 NOV 16 PM 5:00

Ps 11/20/07
Mayer





**NAMAN HOWELL
SMITH & LEE**

A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW

8310 Capital of Texas Hwy, North
Suite 490
Austin, Texas 78731
(512) 479-0300
Fax (512) 474-1901

Offices in:

- Austin
- Temple
- Waco

www.namanhowell.com

September 7, 2007

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CMRRR #7006 3450 0002 9234 3057

Subject: Promote-A-Book, Incorporated
(Name of Surviving Corporation)

Ladies and Gentlemen:

Enclosed are the following:

1. Filing and certification fee.
2. Original and two copies of the Articles of Merger (with Plan of Merger Attached) of Promote A Book Inc., a Florida corporation, into Promote-A-Book, Incorporated, a Texas corporation.

Please note that, pursuant to the Plan of Merger, Promote-A-Book, Incorporated, a Texas corporation will be responsible for the payment of all fees and franchise taxes owed by Promote A Book Inc., a Florida corporation and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Please file the original Articles of Merger (along with the attached Plan of Merger) and issue a Certificate of Merger. Please return a certified copy of the Certificate of Merger, along with a file stamped copy of the Articles of Merger, to us via fax at (512) 474-1901 and via mail.

Please return all correspondence concerning this matter to the following:

Clifton Bowling
Naman, Howell, Smith & Lee
8310 Capital of Texas Hwy, North
Suite 490
Austin, Texas 78731

September 7, 2007

For further information concerning this matter, please call Clifton Bowling at (512) 479-0300. Thank you for your assistance.

Sincerely,

NAMAN HOWELL SMITH & LEE, L.L.P.

By:

A handwritten signature in black ink, appearing to be 'Clifton Bowling', written over a horizontal line.

Clifton Bowling

Enclosures

Cc: Promote-A-Book, Incorporated (w/out encls.)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 17, 2007

NAMAN HOWELL SMITH & LEE
ATTN: CLIFTON BOWLING
8310 CAPITAL OF TEXAS HWY, NORTH, S-490
AUSTIN, TX 78731

SUBJECT: PROMOTE A BOOK INC.
Ref. Number: P05000024149

We have received your document for PROMOTE A BOOK INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2006 annual report. The entity must be reinstated before this document can be filed.

The total amount due to reinstate is \$300.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 407A00054721



**NAMAN HOWELL
SMITH & LEE**

A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW

**8310 N. Capital of Texas Highway
Suite 480
Austin, Texas 78731
(512) 478-0300
Fax (512) 474-1901**

Offices in:

- Austin
- Harker Heights
- Temple
- Waco

www.namanhowell.com

November 15, 2007

VIA FED-EX OVERNIGHT

Ms. Pamela Smith
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Promote-A-Book, Incorporated
(Name of Surviving Corporation)

Dear Ms. Smith:

Enclosed are the following:

1. Filing and certification fee for the Corporation Reinstatement of Promote-A-Book, Incorporated;
2. Original and two copies of the Corporation Reinstatement for Promote-A-Book, Incorporated;
3. Original and two copies of the Articles of Merger (with Plan of Merger Attached) of Promote A Book Inc., a Florida corporation, into Promote-A-Book, Incorporated, a Texas corporation; and
4. Copy of Letter No. 407A00054721 we received from Pamela Smith, Document Specialist, dated 9/17/07.

Please note that we previously attempted to file the Articles of Merger and have therefore already submitted the filing and certification fee for same.

Please file the originals of the Corporation Reinstatement and Articles of Merger (along with the attached Plan of Merger) and issue a Certificate of Status and Certificate of Merger. Please return a certified copy of the Certificates, along with file stamped copies of the Articles of Merger and Corporation Reinstatement, to us via fax at (512) 474-1901 and via mail.

Please return all correspondence concerning this matter to the following:

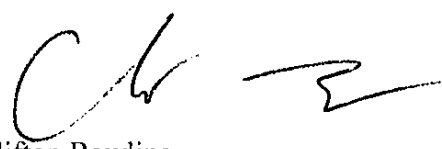
Clifton Bowling
Naman, Howell, Smith & Lee
8310 Capital of Texas Hwy, North
Suite 490
Austin, Texas 78731

For further information concerning this matter, please call Clifton Bowling at (512) 479-0300. Thank you for your assistance.

Sincerely,

NAMAN HOWELL SMITH & LEE, L.L.P.

By:


Clifton Bowling

Enclosures

Cc: Promote-A-Book, Incorporated (w/out encls.)

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2007 NOV 16 PM 5:00

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Promote-A-Book, Incorporated	Texas	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Promote A Book Inc.	Florida	P05000024149

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 August 15, 2007.

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 August 15, 2007.

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)

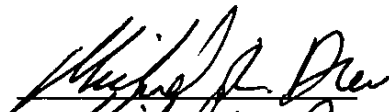
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

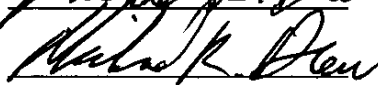
Typed or Printed Name of Individual & Title

Promote A Book Inc.



Michael R. Drew, President

Promote-A-Book, Incorporated



Michael R. Drew, President

PLAN OF MERGER
OF
PROMOTE A BOOK INC.,
a Florida corporation
INTO
PROMOTE-A-BOOK, INCORPORATED,
a Texas corporation

As of the date set forth below, this plan of merger (the "Plan of Merger") was approved by Promote A Book Inc., a for profit corporation organized under the laws of the State of Florida and a parent corporation of the following corporation, and which is subject to the provisions of the Florida Business Corporation Act, and by Promote-A-Book, Incorporated, a for profit corporation organized under the laws of the State of Texas and a subsidiary corporation of the former corporation, and which is subject to the provisions of the Texas Business Organizations Code.

1. Promote A Book Inc., a Florida corporation and Promote-A-Book, Incorporated, a Texas corporation shall, pursuant to the provisions of the Florida Business Corporation Act and the Texas Business Organizations Code, be merged with and into a single corporation, to wit, Promote-A-Book, Incorporated, a Texas corporation, which shall be the surviving corporation upon the effective 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 Texas Business Organizations Code. The separate existence of Promote A Book Inc., a Florida corporation, which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease upon said effective date in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of formation of the Surviving Corporation upon the effective date of the merger shall be the certificate of formation of said Surviving Corporation, and said certificate of formation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Texas Business Organizations Code.

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 Texas Business Organizations Code.

4. The directors and officers in office of the Surviving Corporation upon the effective 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 election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Upon the effective date of the merger, the Terminating Corporation shall be merged with and into the Surviving Corporation in exchange for no consideration, whereupon each share of common stock in Terminating Corporation shall be converted into the right to receive one one thousandth (.001) shares of common stock of Surviving Corporation, provided that, with respect to any shareholder whose total outstanding shares immediately following the merger are fewer than one (1) share, no shares in Surviving Corporation shall be issued or otherwise required, and, in lieu of the right to any shares of Surviving Corporation, the shareholder of Terminating Corporation shall be entitled solely to the sum of Ten and No/100 Dollars (\$10.00) in full consideration of the merger and shall have no further claim against the Surviving Corporation. The issued shares of the Surviving Corporation existing immediately prior to the effective date of the merger shall not be converted in any manner, but each said share shall be cancelled as of the effective date of the merger. The shares and shareholders of Surviving Corporation following the merger will be:

<u>Shares</u>	<u>Shareholder</u>
1,000	Michael R. Drew

6. Upon the effective date of the merger, shares of Surviving Corporation shall be issued for no consideration to the qualifying holders of the shares of Terminating Corporation, upon surrender of any certificates therefore in accordance with Section 5 above.

7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Corporation for their approval or rejection in the manner prescribed by the Florida Business Corporation Act. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the Texas Business Organizations Code.

8. If applicable, shareholders of the Surviving Corporation who, except for the applicability of Florida Business Corporation Act § 607.1104, would be entitled to vote and who dissent from the merger pursuant to Florida Business Corporation Act § 607.1321, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid for the fair value of their shares.

9. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act and in accordance with the provisions of the Texas Business Organizations Code, the Terminating 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 Florida and of the State of Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The board of directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all 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.

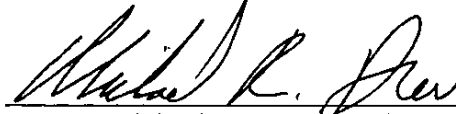
11. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes owed by the Terminating Corporation, and the Surviving Corporation will be obligated to pay such fees and franchise taxes if the same are not timely paid.

12. It is the express intention of the Terminating Corporation and the Surviving Corporation that, for all United States Federal income tax and applicable state income and franchise tax purposes, (i) the adoption of resolutions authorizing and approving the merger by the board of directors of the Terminating Corporation and by the board of directors of the Surviving Corporation, and this Plan of Merger, together, constitute a plan of reorganization for purposes of Sections 368(a), 354(a) and 361(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of applicable state laws (and any successor provisions), and (ii) the merger constitutes a reorganization described in Section 368(a) of the Code and corresponding provisions of applicable state laws (and any successor provisions).

Executed as of the 15th day of August, 2007.

PROMOTE A BOOK INC., a Florida Corporation

By:



Michael R. Drew, President

PROMOTE-A-BOOK, INCORPORATED, a Texas Corporation

By:



Michael R. Drew, President