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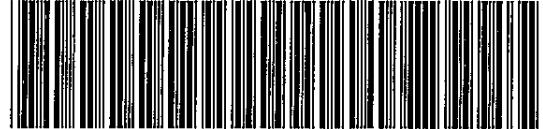
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*Merger*

03/31/05--01001--022 \*\*70.00

~~EXPIRED DATE~~  
3/31/05

FILED  
05 MAR 30 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
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March 30, 2005

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Dynamic Marketing I, Inc.

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

3/21/05

**STATE OF FLORIDA  
ARTICLES OF MERGER**

**OF**

**DYNAMIC MARKETING, INC.**  
a Rhode Island corporation

**INTO**

**DYNAMIC MARKETING I, INC.**  
a Florida corporation

FILED  
05 MAR 30 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1105 entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, which is incorporated herein by reference, was adopted by the board of directors of Dynamic Marketing I, Inc., a Florida corporation (the "Surviving Corporation"), on March 28 2005. The Plan of Merger was adopted by the stockholders of Dynamic Marketing, Inc., a Rhode Island corporation (the "Merged Corporation"), on March 28, 2005. The Merged Corporation did not have a board of directors because it operated as a close corporation in Rhode Island and accordingly, there is no board of directors to approve the Plan of Merger. The Surviving Corporation's shareholder is not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be March 31, 2005 at 12:01 a.m.

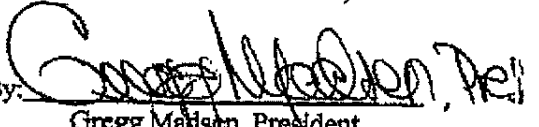
THIRD: As set forth in greater detail in the Plan of Merger, at the Effective Date, the Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger"), and the Articles of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.

FOURTH: The Merger is permitted by the laws of the state in which each foreign constituent corporation is incorporated and each foreign constituent corporation has complied with that law in effecting the Merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 28<sup>th</sup> day of March, 2005.

**MERGED CORPORATION:**

**DYNAMIC MARKETING, INC.**

By:   
Gregg Madsen, President

**SURVIVING CORPORATION:**

**DYNAMIC MARKETING I, INC.**

By:   
Mandeep Taneja, Chief Executive Officer

**EXHIBIT "A"**

**PLAN OF MERGER**

THIS PLAN OF MERGER is dated March 28, 2005 of Dynamic Marketing Inc., a Rhode Island corporation (the "Merged Corporation"), and Dynamic Marketing I, Inc., a Florida corporation (the "Surviving Corporation").

**WITNESSETH:**

WHEREAS, the stockholders of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101, Rhode Island Business Corporation Act Section 7-1.1-70 and Section 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, and deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the stockholders of the Merged Corporation, and in the manner prescribed by Rhode Island Business Corporation Act Section 7-1.1-70, without approval by the board of directors since the Merged Corporation did not have one as a Rhode Island close corporation;

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors of the Surviving Corporation, and in the manner prescribed by Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Plan of Merger.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607 and Rhode Island Business Corporation Act Section 7-1.1-70, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

**ARTICLE I**  
**CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as

effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

## **ARTICLE II**

### **ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

## **ARTICLE III**

### **BYLAWS OF SURVIVING CORPORATION**

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

## **ARTICLE IV**

### **BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDER OF SURVIVING CORPORATION**

The Board of Directors, officers and shareholder of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfers its ownership in the Surviving Corporation.

## **ARTICLE V**

### **CONVERSION OF CAPITAL STOCK**

A. Any and all shares of capital stock of the Surviving Corporation issued and outstanding immediately before the Effective Date shall continue to be issued and outstanding

shares of the Surviving Corporation after the Effective Date and shall be owned exclusively by the sole shareholder of the Surviving Corporation (the "Parent").

B. On the Effective Date, all of the shares of common stock of the Merged Corporation held of record by the shareholder (the "Shareholder") of the Merged Corporation (the "DMI Stock") shall be converted by operation of law and without any action by the Shareholder into the right to receive (1) Seventy-Five Thousand and No/100 Dollars (\$75,000.00) in cash, (2) One Hundred Thousand (100,000) restricted shares of the common stock of the Parent, \$0.01 par value per share (the "DYHP Common Stock"), (3) the right to receive the earnout payments, if any, payable set forth in Section C below and (d) an option (the "Option") to purchase up to an aggregate of 250,000 shares of DYHP Common Stock over a three (3) year period with three (3) years vesting and an exercise price of \$1.55 per share, based upon and subject to the terms of the stock option entered into by and between the Shareholder and the Parent (collectively, the "Purchase Price"). The DMI Stock, when so converted, shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and the Shareholder shall cease to have any rights with respect thereto, except the right to receive the Purchase Price.

C. Additionally, within 30 days after the completion of the audit of the Surviving Corporation's financial statements for the year ended March 31, 2006, should the Surviving Corporation, based upon such audited financial statements, during such year achieve EBITDA that exceeds the Base EBITDA by at least 5%, the Parent shall pay to the Shareholder 50,000 additional shares of DYHP Common Stock. Similarly, within 30 days of the completion of the audit of the Surviving Corporation's financial statements for the year ended March 31, 2007, should the Surviving Corporation, based upon such audited financial statements, during such year achieve EBITDA that exceeds the Base EBITDA by at least 25%, DYHP shall pay to the Shareholder 50,000 additional shares of DYHP Common Stock. Similarly, within 30 days of the completion of the audit of the Surviving Corporation's financial statements for the year ended March 31, 2008, should the Surviving Corporation, based upon such audited financial statements, during such year achieve EBITDA that exceeds the Base EBITDA by at least 50%, DYHP shall pay to the Shareholder 50,000 additional shares of DYHP Common Stock. For the purposes of this Agreement, "EBITDA" shall mean earnings before interest, taxes, depreciation and amortization and "Base EBITDA" shall mean Merged Corporation's EBITDA for the year ended December 31, 2004 based on Merged Corporation's audited financial statements for the year then ended.

#### **ARTICLE VI** **APPROVAL OF MERGER**

This Plan of Merger has been approved by the stockholders of the Merged Corporation as of March 28 2005, and in the manner prescribed by Rhode Island Business Corporation Act Section 7-1.1-70, without approval by the board of directors since the Merged Corporation did not have one as a Rhode Island close corporation. This Plan of Merger has been approved by the Board of Directors of the Surviving Corporation as of March 28, 2005, and in the manner prescribed by Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Plan of Merger.

**ARTICLE VII**  
**EFFECTIVE DATE OF MERGER**

This Merger shall become effective at 12:01 a.m. on March 31, 2005.