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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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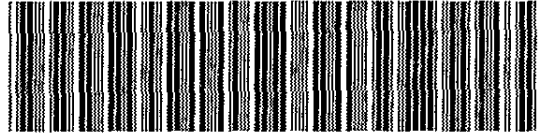
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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S I N C E 1 8 9 7  
**JOHNSTONE  
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**RICK A. LA TRACE\***  
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MOBILE, ALABAMA 36633  
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\* LICENSED IN ALABAMA,  
FLORIDA AND MISSISSIPPI

July 31, 2007

Florida Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Hughes Display Group, Inc.

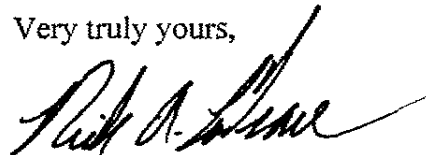
Dear Sir/Madam:

Enclosed please find the original and one copy of the Certificate of Merger of Hughes Display Group, Inc. (A Florida Corporation) into Hughes Display Group, Inc. (An Alabama Corporation). I have also enclosed my Firm's checks, one in the amount of \$70.00, made payable to the Florida Secretary of State for filing the Certificate of Merger and the other in the amount of \$8.75, made payable to the Florida Secretary of State, for the return to our office of a certified copy of the Certificate of Merger.

If you require anything further, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very truly yours,



Rick A. La Trace

RAL/klh  
Enclosures

358075.doc

JOHNSTONE, ADAMS, BAILEY, GORDON AND HARRIS, LLC • ATTORNEYS AT LAW

104 ST. FRANCIS STREET  
MOBILE, ALABAMA 36602

104 HAND AVENUE  
BAY MINETTE, ALABAMA 36507

2007 AUG -3 PM 2:16

**CERTIFICATE OF MERGER  
OF  
HUGHES DISPLAY GROUP, INC.  
(A FLORIDA CORPORATION)  
INTO  
HUGHES DISPLAY GROUP, INC.  
(AN ALABAMA CORPORATION)**

Pursuant to the Alabama Business Entities Conversion and Merger Act and the Florida Business Corporation Act, the undersigned Alabama Corporation adopts the following Certificate of Merger:

**FIRST:** Hughes Display Group, Inc., a Florida Corporation (the "Florida Corporation") (Department of State Document Number P05000067146), organized by filing Articles of Incorporation with the Florida Department of State on May 6, 2005, is merging into Hughes Display Group, Inc., an Alabama Corporation (the "Alabama Corporation"), organized pursuant to the Alabama Business Corporation Act, by filing Articles of Incorporation in the Probate Office of Baldwin County, Alabama, on July 12, 2007.

**SECOND:** An agreement and plan of merger has been executed and approved by the Alabama Corporation (which approval was by unanimous consent of all shareholders), and the Florida Corporation (which approval was by unanimous consent of all shareholders), which are all of the parties that are to merge. A copy of the aforementioned agreement and plan of merger is attached hereto as *Exhibit A*.

**THIRD:** The name of the surviving and resulting entity is Hughes Display Group, Inc.

**FOURTH:** The agreement and plan of merger is on file at the place of business of the Alabama Corporation, which is 35512 Spring Road North, Stapleton, Alabama 36578.

**FIFTH:** A copy of the agreement and plan of merger will be furnished by the Alabama Corporation, on request and without cost, to any shareholder or other person holding an interest in the Florida Corporation or the Alabama Corporation.

**SIXTH:** The effective date of this merger shall be upon the filing of this Certificate of Merger in accordance with the laws of the State of Alabama and the laws of the State of Florida

IN WITNESS WHEREOF, the undersigned parties have caused this Certificate of Merger to be executed on this the 27<sup>th</sup> day of July, 2007.

Hughes Display Group, Inc.  
A Florida Corporation

By: *Cheryl K. Hughes*  
CHERYL K. HUGHES  
Its: Sole Shareholder and President

Hughes Display Group, Inc.  
An Alabama Corporation

By: *Cheryl K. Hughes*  
CHERYL K. HUGHES  
Its: Sole Shareholder and President

STATE OF ALABAMA  
COUNTY OF BALDWIN

I, the undersigned, a Notary Public in and for said State and County, do hereby certify that CHERYL K. HUGHES, whose name as Sole Shareholder and President of Hughes Display Group, Inc., a Florida Corporation, and Hughes Display Group, Inc., an Alabama Corporation, is signed to the above and foregoing document and who is known to me, acknowledged before me on this day, that, being informed of the contents of the same, she as Sole Shareholder and President and with full authority executed said document voluntarily for and on behalf of said corporations on the day the same bears date.

Given under my hand and official seal of office on this the 27<sup>th</sup> day of July, 2007

*Cathy E. Southern*  
NOTARY PUBLIC  
My Commission Expires:  
4/10/2007



**UNANIMOUS CONSENT OF THE SHAREHOLDERS OF  
HUGHES DISPLAY GROUP, INC., A FLORIDA  
CORPORATION, FOR MERGER WITH HUGHES  
DISPLAY GROUP, INC., AN ALABAMA CORPORATION**

I, the undersigned, being the Sole Shareholder and President of Hughes Display Group, Inc., a Florida Corporation (the "Florida Corporation"), do hereby certify that the following resolutions and unanimous consent thereto were duly adopted and consented to by all of the shareholders of the Florida Corporation at a meeting held on July 27, 2007, and that such resolutions and consent continue in full force and effect as of this date and have not been amended or modified since the date of such meeting:

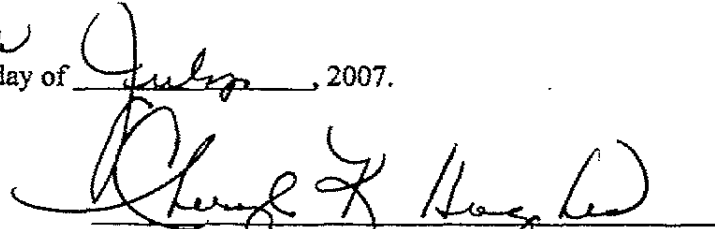
WHEREAS, the shareholders of the Florida Corporation have determined that it is to the advantage, best interests and welfare of the Florida Corporation to adopt and approve an agreement and plan of merger to merge with Hughes Display Group, Inc., an Alabama Corporation (the "Alabama Corporation"); with the Alabama Corporation to be the surviving entity following such merger; and,

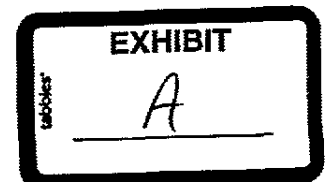
WHEREAS, the shareholders of the Florida Corporation desire to authorize and approve said agreement and plan of merger and effectuate the merger contemplated thereby;

NOW, THEREFORE, BE IT RESOLVED as follows:

- (1) That the agreement and plan of merger between the Florida Corporation and the Alabama Corporation, which agreement and plan is attached hereto as Exhibit "A," is hereby approved and adopted in the form substantially presented.
- (2) That the President of the Florida Corporation be authorized to execute and deliver on behalf of the Florida Corporation the agreement and plan of merger, and further be authorized to execute, deliver and file on behalf of the Florida Corporation such other documents as may be necessary to effectuate such agreement and plan of merger as contemplated thereby.
- (3) That the President of the Florida Corporation be authorized and directed to execute and deliver any other documents, or perform any other act, which may be necessary or appropriate to carry the agreement and plan of merger as hereby approved, or these resolutions, into effect.

So certified on this the 27<sup>th</sup> day of July, 2007.

  
Cheryl K. Hughes, as Sole Shareholder and  
President of Hughes Display Group, Inc.,  
a Florida Corporation



**UNANIMOUS CONSENT OF THE SHAREHOLDERS OF  
HUGHES DISPLAY GROUP, INC., AN ALABAMA  
CORPORATION, FOR MERGER WITH HUGHES  
DISPLAY GROUP, INC., A FLORIDA CORPORATION**

I, the undersigned, being the Sole Shareholder and President of Hughes Display Group, Inc., an Alabama corporation (the "Alabama Corporation"), do hereby certify that the following resolutions and unanimous consent thereto were duly adopted and consented to by all of the shareholders at a meeting held on July 27, 2007, and that such resolutions and consent continue in full force and effect as of this date and have not been amended or modified since the date of such meeting:


WHEREAS, the shareholders of the Alabama Corporation have determined that it is to the advantage, best interests and welfare of the Alabama Corporation to adopt and approve an agreement and plan of merger to merge Hughes Display Group, Inc., a Florida Corporation (the "Florida Corporation") with the Alabama Corporation; with the Alabama Corporation to be the surviving entity following such merger; and,

WHEREAS, the shareholders of the Alabama Corporation desire to authorize and approve said agreement and plan of merger and effectuate the merger contemplated thereby;

NOW, THEREFORE, BE IT RESOLVED as follows:

- (1) That the agreement and plan of merger between the Alabama Corporation and the Florida Corporation, which agreement and plan is attached hereto as Exhibit "A," is hereby approved and adopted in the form substantially presented.
- (2) That the President of the Alabama Corporation be authorized to execute and deliver on behalf of the Alabama Corporation the agreement and plan of merger, and further be authorized to execute, deliver and file on behalf of the Alabama Corporation such other documents as may be necessary to effectuate such agreement and plan of merger as contemplated thereby, including, without limitation, the filing of the appropriate Certificate of Merger with the Probate Judge of Baldwin County, Alabama, and with the Alabama Secretary of State and/or the Florida Department of State as may be required by the laws of the State of Alabama and/or Florida.
- (3) That the President of the Alabama Corporation be authorized and directed to execute and deliver any other documents, or perform any other act, which may be necessary or appropriate to carry the agreement and plan of merger as hereby approved, or these resolutions, into effect.

So certified on this the 27th day of July, 2007.

  
CHERYL K. HUGHES, as Sole Shareholder and  
President of Hughes Display Group, Inc.  
an Alabama Corporation

**Exhibit "A"**

**AGREEMENT AND PLAN OF MERGER  
OF  
HUGHES DISPLAY GROUP, INC.  
(AN ALABAMA CORPORATION)  
AND  
HUGHES DISPLAY GROUP, INC.  
(A FLORIDA CORPORATION)**

**AGREEMENT AND PLAN OF MERGER** by and between, Hughes Display Group, Inc., an Alabama corporation (the "Alabama Corporation"), located at 35512 Spring Road North, Stapleton, Alabama 36578, and Hughes Display Group, Inc., a Florida corporation (the "Florida Corporation"), located at 280 Kidd Street, Fort Walton Beach, Florida 32548.

**WITNESSETH:**

**WHEREAS**, it has been proposed that the Florida Corporation shall merge with and into the Alabama Corporation, whereby the Alabama Corporation will be the entity surviving the merger, pursuant to Section 10-15-4 *et seq.* of the Alabama Business Entities Conversion and Merger Act and Sections 607.1105, 607.1107, and 607.1108 of the Florida Business Corporation Act;

**WHEREAS**, the directors and shareholders of the Florida Corporation and the directors and shareholders of the Alabama Corporation deem it advisable and to the advantage, welfare and best interest of said entities, as the case may be, to merge the Florida Corporation with and into the Alabama Corporation pursuant to the provisions of Section 10-15-4 *et seq.* of the Alabama Business Entities Conversion and Merger Act and Sections 607.1105, 607.1107, and 607.1108 of the Florida Business Corporation Act, and upon the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements of the parties, being duly approved by a resolution unanimously adopted by the shareholders of the Florida Corporation, and duly approved by a resolution unanimously adopted by the shareholders of the Alabama Corporation, this Agreement and Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. As of the Effective Date (hereinafter defined), the Florida Corporation shall, pursuant to the provisions of Section 10-15-4 *et seq.* of the Alabama Business Entities Conversion and Merger Act and Sections 607.1105, 607.1107, and 607.1108 of the Florida Business Corporation Act, be merged with and into the Alabama Corporation; the separate organizational existence of the Florida Corporation shall thereupon cease;

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and the Alabama Corporation shall be the entity surviving the merger and shall continue to exist as an Alabama Corporation under the Alabama Business Corporation Act (the "Merger"). The Alabama Corporation shall hereinafter sometimes be referred to as the "Surviving Entity." At the Effective Date, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of the Florida Corporation and the Alabama Corporation.

2. After the execution of this Agreement and Plan of Merger, the Surviving Entity will submit the Certificate of Merger (the "Certificate of Merger") to the Secretary of State of Alabama, in accordance with Section 10-15-4(e)(1) of the Alabama Business Entities Conversion and Merger Act and to the Florida Department of State, in accordance with Section 607.1105, Florida Business Corporation Act.

3. The Certificate of Merger shall be filed with the Secretary of State of Alabama and the Florida Department of State at any time after the date hereof and shall be and become effective upon the date of filing of the Certificate of Merger with the Secretary of State of Alabama (the "Effective Date").

4. The Articles of Incorporation of the Alabama Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity without change or amendment until further amended in the manner prescribed by the Alabama Business Corporation Act.

5. The By-Laws of the Alabama Corporation, as in effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Entity and shall continue in full force and effect until amended, changed or repealed as provided in the Articles of Incorporation and By-Laws of the Surviving Entity, and in the manner prescribed by the Alabama Business Corporation Act.

6. Immediately after the Effective Date, the officer(s) of the Alabama Corporation immediately prior to the Effective Date will be the officer(s) of the Surviving Entity, and the officer(s) of the Alabama Corporation immediately prior to the Effective Date will be the officers of the Surviving Entity, in each case until their successors are elected and qualified.

7. The manner and basis of converting the shareholder interests of the Florida Corporation into shareholder interests of the Surviving Entity and the mode of carrying the Merger into effect are as follows:

- (a) Each share of the Alabama Corporation issued and outstanding on the Effective Date of the Merger shall remain the same. Each certificate of the Alabama Corporation evidencing ownership of such shares shall continue to evidence the same shares in the Surviving Entity. No shares of the Florida Corporation will be converted into additional shares of the Surviving Entity. All shares of the Florida Corporation issued and outstanding on the Effective Date of the Merger shall be surrendered,



extinguished and canceled without payment of cash or any other consideration.

8. The Surviving Entity shall pay all expenses of effecting the Merger. Any number of counterparts of this Agreement and Plan of Merger may be executed and each such counterpart will be deemed to constitute an original for all purposes.

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed on this the 27th day of July, 2007 by their respective managers.

Hughes Display Group, Inc  
An Alabama Corporation

By Cheryl K. Hughes  
CHERYL K. HUGHES  
Its: Sole Shareholder and President

Hughes Display Group, Inc  
A Florida Corporation

By Cheryl K. Hughes  
CHERYL K. HUGHES  
Its: Sole Shareholder and President

STATE OF ALABAMA  
COUNTY OF BALDWIN

I, the undersigned, a Notary Public in and for said State and County, do hereby certify that CHERYL K. HUGHES, whose name as Sole Shareholder and President of Hughes Display Group, a Florida Corporation, and Hughes Display Group, Inc, an Alabama Corporation, is signed to the above and foregoing document and who is known to me, acknowledged before me on this day, that, being informed of the contents of the same, she as Sole Shareholder and President, with full authority executed said document voluntarily for and on behalf of said corporations on the day the same bears date.

Given under my hand and official seal of office on this the 27th day of July, 2007.

Cathy E. Smith  
NOTARY PUBLIC  
My Commission Expires:

NOTARY PUBLIC  
MY COMMISSION EXPIRES: Aug 1, 2008  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

