

PD5000084054

EFFECTIVE DATE
7-1-05



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

June 23, 2005

TO: Amendment Section
Division of Corporations

SUBJECT: RSM ADVERTISING OF FLORIDA, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

STUART R. MORRIS, ESQ.
(Name of person)

LAW OFFICES OF STUART R. MORRIS, P.A.
(Name of firm/company)

7000 WEST PALMETTO PARK ROAD, SUITE 310
(Address)

BOCA RATON, FL 33433
(City/state and zip code)

For further information concerning this matter, please call:

STUART R. MORRIS, ESQ. at (561) 750-3850
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; **please send an additional copy of your document if a certified copy is requested**)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------------------|---------------------|--|
| RSM ADVERTISING OF FLORIDA, INC. | FLORIDA | P05000084054 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------------|---------------------|--|
| RSM ADVERTISING, INC. | NEW YORK | |
| | | |
| | | |
| | | |
| | | |

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 07 / 01 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 June 10, 2005.

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 June 16, 2005.

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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TALLAHASSEE, FLORIDA

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

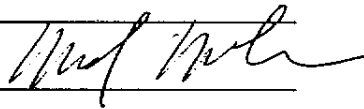
Typed or Printed Name of Individual & Title

RSM ADVERTISING, INC.



MEL MOHR, PRESIDENT

RSM ADVERTISING OF
FLORIDA, INC.



MEL MOHR, PRESIDENT

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------|---------------------|
| RSM Advertising, Inc. | New York |

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------------|---------------------|
| RSM Advertising of Florida, Inc. | Florida |

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

RSM Advertising, Inc. and RSM Advertising of Florida, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single entity, to wit, RSM Advertising of Florida, Inc., which shall be the surviving entity at the effective time and date of the merger and which is sometimes hereinafter referred to as the “surviving entity”, and which shall continue to exist as said surviving entity pursuant to the provisions of the Florida Business Corporation Act. The separate existence of RSM Advertising, Inc., which is sometimes hereinafter referred to as the “non-surviving entity”, shall cease at the effective time and date of the merger in accordance with the laws of the State of New York.

The Articles of Incorporation of the surviving entity at the effective time and date of the merger shall be the Articles of Incorporation of said surviving entity and shall continue in full force and effect until amended or changed in accordance with Florida law. The present bylaws of the surviving entity will govern the surviving entity until changed, altered, or amended as therein provided and in the manner prescribed by Florida law.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The total interest of the sole shareholder of RSM Advertising, Inc. shall be converted to a 100% interest in RSM Advertising of Florida, Inc.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The rights to acquire interests in the surviving entity, RSM Advertising of Florida, Inc., shall be governed solely by the Bylaws of RSM Advertising of Florida, Inc. There will be no conversion of rights to acquire shares with respect to the non-surviving entity, RSM Advertising, Inc.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s) managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

NONE