

**P06000100319**

Florida Department of State  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**MERGER OR SHARE EXCHANGE**

Announce Mobile Delaware, Inc.

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**ARTICLES OF MERGER**

**Between**

**ANNOUNCE MOBILE DELAWARE, INC.**  
**(a Delaware corporation)**

**and**

**ANNOUNCE MOBILE, INC**  
**(a Florida corporation)**

**FILED**  
**08 APR - 9 PM 3:18**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Pursuant to Section 607.1105 of the Florida Statutes**

ANNOUNCE MOBILE DELAWARE, INC., a Delaware corporation (the "Surviving Corporation") and ANNOUNCE MOBILE, INC., a Florida corporation (the "Non-Surviving Corporation") (the Surviving Corporation and the Non-Surviving Corporation shall be referred to collectively as the "Constituent Corporations"), hereby agree and certify as follows:

**FIRST:** The Non-Surviving Corporation and the Surviving Corporation agree that the Non-Surviving Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving corporation and shall continue under the name of Announce Mobile Delaware, Inc. The names of the corporations included in the merger are as set forth above. The Surviving Corporation was incorporated under the general laws of the State of Delaware on March 28, 2008 and is not qualified to do business in the State of Florida. The Non-Surviving Corporation was incorporated under the general laws of the State of Florida on July 31, 2006.

**SECOND:** The addresses of the principal offices of the Constituent Corporations are as follows:

<u>Corporation</u>	<u>Principal Office</u>
Announce Mobile Delaware, Inc.	One East Indian Street Fenwick Island, Delaware 19944
Announce Mobile, Inc.	P.O. Box 24360 Lakeland, Florida 33802

The name and address of the Resident Agent of the Non-Surviving Corporation in Florida is J. Tom Watson, II, One Lake Morton Drive, Lakeland, Florida 33801. The name and address of the Registered Agent of the Surviving Corporation in Delaware is Jeffrey Burke Mould, One East Indian Street, Fenwick Island, Delaware 19944.

Neither of the Constituent Corporations owns any interest in land in the State of Florida the title to which could be affected by the recording of an instrument among the land records.

**THIRD:** The terms and conditions of the merger set forth in these Articles of Merger were advised, authorized, and approved by the Surviving Corporation in the manner and by the vote required by its Articles of Incorporation and the general laws of the State of Delaware. The manner in which the merger was approved is set forth below.

The terms and conditions of the merger set forth in these Articles of Merger were advised, authorized, and approved by the Non-Surviving Corporation in the manner and by the vote required by its Charter and Bylaws and the general laws of the State of Florida. The manner in which the merger was approved is set forth below.

**FOURTH:** The merger was duly advised by the Sole Director of the Surviving Corporation in the following manner: The Sole Director of the Surviving Corporation adopted resolutions declaring that the merger of the Non-Surviving Corporation into the Surviving Corporation is advisable in the form and upon the terms and conditions set forth in these Articles of Merger, and directing that the proposed merger be submitted to the sole Stockholder for consideration and approval. The resolutions of the Sole Director were adopted by a Consent of Sole Director signed by the Sole Director of the Surviving Corporation in accordance with Section 141(f) of the General Corporation Law of Delaware.

The merger was duly advised by the Sole Director of the Non-Surviving Corporation in the following manner: The Sole Director of the Non-Surviving Corporation adopted resolutions declaring that the merger of the Non-Surviving Corporation into the Surviving Corporation is advisable in the form and upon the terms and conditions set forth in these Articles of Merger, and directing that the proposed merger be submitted to the sole Stockholder of the Non-Surviving Corporation for consideration and approval. The resolutions of the Sole Director were adopted by a Consent of Sole Director signed by the Sole Director of the Non-Surviving Corporation in accordance with Section 607.0821 of the Florida Business Corporation Act.

**FIFTH:** The merger was duly approved by the sole Stockholder of the Surviving Corporation in the following manner: The sole Stockholder of the Surviving Corporation approved the merger, in the form and upon the terms and conditions set forth in these Articles of Merger, by a Consent of Sole Stockholder signed by the sole Stockholder of the Surviving Corporation in accordance with Section 228(a) of the General Corporation Law of Delaware.

The merger was duly approved by the sole Stockholder of the Non-Surviving Corporation in the following manner: The sole Stockholder of the Non-Surviving Corporation approved the merger, in the form and upon the terms and conditions set forth in these Articles of Merger, by a Consent of Sole Stockholder signed in accordance with Section 607.0704 of the Florida Business Corporation Act.

The date of approval and consent of stockholders of both corporations is April 1<sup>st</sup> 2008.

**SIXTH:** (a) At the effective time, Article FIRST of the Certificate of Incorporation of Announce Mobile Delaware, Inc., as the Surviving Corporation, shall be amended in its entirety to read as follows:

"FIRST: The name of the corporation (the "Corporation") is:  
Announce Mobile, Inc."

(b) The Surviving Corporation shall continue under its present Certificate of Incorporation, as amended hereby, and the present By-Laws, officers, and directors of the Surviving Corporation shall continue to be the By-Laws, officers, and directors of the Surviving Corporation upon the effectiveness of the merger. The Surviving Corporation shall continue to be governed by the laws of the State of Delaware.

**SEVENTH:** The total number of shares of stock which each of the Constituent Corporations has authority to issue, the number and par value of the shares of each class, and the aggregate par value of, those shares of stock, are as follows:

(a) The Surviving Corporation has authorized one class of capital stock, consisting of Fifty-Thousand (50,000) shares of Common Stock, with a par value of One Cent (\$0.01) per share for an aggregate par value of \$500.00.

(b) The Non-Surviving Corporation has authorized one class of capital stock, consisting of Ten Thousand (10,000) shares of Common Stock, with a par value of One Cent (\$0.01) per share for an aggregate par value of \$100.00.

**EIGHTH:** At and as of the effective time of the merger, the shares of the issued and outstanding Common Stock of the Non-Surviving Corporation shall be exchanged and converted as follows:

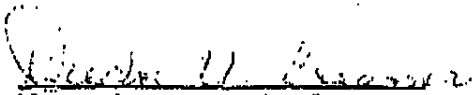
Each share of the issued and outstanding Common Stock of the Non-Surviving Corporation held by its sole Stockholder shall be surrendered and canceled. The sole Stockholder of the Non-Surviving Corporation shall receive, in exchange for each share of Common Stock so surrendered and canceled, Twenty-Five (25) shares of the Common Stock of the Surviving Corporation.

The issued shares of the Common Stock of the Surviving Corporation shall remain issued and shall not be affected by the merger.

**NINTH:** The effective time of the merger shall be the date on which these Articles of Merger are accepted by the Department of State of the State of Florida for record.


IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of Announce Mobile Delaware, Inc. by its President, who hereby acknowledges that these Articles of Merger are the act of that Corporation, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respects to the best of his knowledge, information, and belief. These Articles of Merger have been signed for and on behalf of Announce Mobile, Inc. by its President, who hereby acknowledges that these Articles of Merger are the act of that Corporation, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

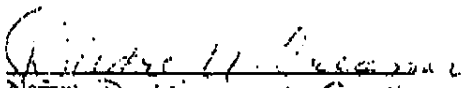
  
Name: Diadra U. Creamer

Diadra U. Creamer  
Notary Public, Worcester County  
My Commission Expires March 1, 2001

ANNOUNCE MOBILE DELAWARE, INC.

By:  (SEAL)  
Jeffrey Burke Mould, President

ATTEST:

  
Name: Diadra U. Creamer

Diadra U. Creamer  
Notary Public, Worcester County  
My Commission Expires March 1, 2001

ANNOUNCE MOBILE, INC.

By:  (SEAL)  
Jeffrey Burke Mould, President

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## **PLAN OF MERGER**

THIS PLAN OF MERGER (this "Plan") is adopted this 7<sup>th</sup> day of April, 2008, by and among all of the members of the Boards of Directors of ANNOUNCE MOBILE DELAWARE, INC., a Delaware corporation (the "Surviving Corporation") and ANNOUNCE MOBILE, INC., a Florida corporation (the "Non-Surviving Corporation") (the Surviving Corporation and the Non-Surviving Corporation shall hereinafter be referred to collectively as the "Constituent Corporations").

### **EXPLANATORY STATEMENT**

1. The Non-Surviving Corporation is a provider of mobile phone applications.
2. All of the issued and outstanding stock of the Constituent Corporations is owned by Jeffrey Burke Mould.
3. The sole stockholder, President and sole key employee of the Non-Surviving Corporation has relocated his domicile and principal residence from the State of Florida to the State of Delaware. For convenience, and to save expenses, the Non-Surviving Corporation desires to change its place of organization from Florida to Delaware.
4. The Constituent Corporations intend that this transaction shall be a reorganization within the meaning of §368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the undersigned, being the sole Director of each of the Constituent Corporations, does hereby authorize the following Plan of Merger.

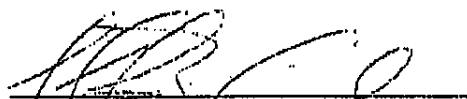
**FIRST:** I approve the Articles of Merger (the "Articles"), a copy of which is attached hereto, and the transactions contemplated therein, and declare the Articles, and the transactions contemplated therein, to be generally advisable and in the best interests of the Constituent Corporations and the respective stockholders thereof, and I authorize and direct the appropriate officers of the Constituent Corporations to submit the Articles to the stockholders of the Constituent Corporations for approval.

**SECOND:** In the event that the stockholders of the Constituent Corporations approve the proposed Articles, I authorize and direct the appropriate officers of the Constituent Corporations to execute the Articles and to cause the same to be filed with the Department of State of the State of Florida and the Secretary of State of the State of Delaware so that the proposed merger shall be effective on the later to occur of (a) the acceptance for filing of the Articles by the Department of State of the State of Florida, or (b) the acceptance for filing of the Articles by the Secretary of State of the State of Delaware.

**THIRD:** Immediately upon the effectiveness of the Articles, I authorize and direct the appropriate officers of the Constituent Corporations to cancel and exchange each share of the capital stock of the Non-Surviving Corporation for twenty-five shares of the Common Stock of the Surviving Corporation as is set forth in the Articles.

**FOURTH:** I authorize and direct the appropriate officers of the Constituent Corporations to take all further actions deemed by them necessary or desirable to effectively perfect the transactions contemplated by the Articles, including, without limitation, the execution of any further documents or instruments necessary or appropriate to transfer legal title to the assets of the Non-Surviving Corporation to the Surviving Corporation and to obtain any and all consents necessary or desirable from any governmental agencies or from any private organizations with which any of the Constituent Corporations has a contractual or business relationship.

**IN WITNESS WHEREOF,** I have signed this Plan of Merger as of the day and year first hereinabove written.

  
\_\_\_\_\_  
Jeffrey Burke Mould

SOLE DIRECTOR OF  
ANNOUNCE MOBILE DELAWARE, INC.  
AND  
ANNOUNCE MOBILE, INC.