

Jun-01-07

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F-105

Florida Department of State
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MERGER OR SHARE EXCHANGE

Funa Inc.

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Merger

Jun-01-07 12:05pm From-

T-071 P.004/008 F-105
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DIVISION OF CORPORATIONS

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STATE OF FLORIDA
ARTICLES OF MERGER
(Profit Corporations)
OF
TELEDIMENSIONS INTERNATIONAL INC.
(an Ohio corporation)
INTO
FUNA INC.
(a Florida corporation)

EFFECTIVE DATE
05/31/07

Pursuant to Section 607.1105, Florida Statutes, the following Articles of Merger are submitted in accordance with the Florida Business Corporation Act.

SURVIVING CORPORATION

The name and jurisdiction of the surviving corporation, immediately prior to the effective date of the merger is Funa, Inc., a Florida corporation, and upon the effective date and by virtue of the merger, will be TeleDimensions International, Inc., a Florida corporation (the "Surviving Corporation").

MERGING CORPORATION

The name and jurisdiction of the merging corporation is Teledimensions International, Inc., an Ohio corporation (the "Merging Corporation").

PLAN OF MERGER

The Plan of Merger is attached hereto as Exhibit A.

EFFECTIVE DATE

The merger shall become effective as of May 31, 2007.

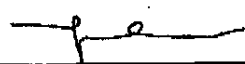
ADOPTION OF MERGER

On May 30, 2007, the Board of Directors of the Surviving Corporation adopted the Plan of Merger and recommended such Plan of Merger to the shareholders of the Surviving Corporation for approval, and on May 30, 2007, such shareholders adopted the Plan of Merger pursuant to Sections 607.1101 and 607.1103, Florida Statutes.

On February 26, 2007, the Board of Directors of the Merging Corporation adopted the Plan of Merger and recommended such Plan of Merger to the shareholders of the Merging Corporation for approval, and on February 26, 2007, such shareholders adopted the Plan of Merger pursuant to Sections 607.1101 and 607.1103, Florida Statutes.

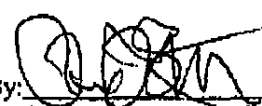
Dated: May 30, 2007

FUNA, INC., a Florida corporation

By: 

Jan Woitschätzke, President

**TELEDIMENSIONS
INTERNATIONAL
INC., an Ohio corporation**

By: 

Rex R. Stull, President

EXHIBIT A

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. **Surviving Corporation: Merger.** The name and jurisdiction of the surviving corporation, upon the Effective Time (as defined below), will be Funa Inc., a Florida corporation ("Funa"). The name and jurisdiction of the merging corporation is Teledimensions International Inc., an Ohio corporation (the "Merging Corporation"). In accordance with the terms and conditions set forth herein, at the Effective Time the Merging Corporation shall be merged with and into Funa (the "Surviving Corporation"), and the separate existence of the Merging Corporation shall cease, all in accordance with the provisions of the laws of the State of Florida (the "Merger"). The Surviving Corporation shall be the survivor in the Merger and, by virtue of the merger, upon the Effective Time, the name of the surviving corporation will be TeleDimensions International Inc.

2. **Effective Time.** The Merger will be consummated by filing Articles of Merger with the Secretary of State of the State of Florida in such form as appropriate for filing and will be effective on the date of such filing (the "Effective Time") pursuant to the Articles of Merger filed with the Secretary of State of the State of Florida.

3. **Articles of Incorporation: By-laws.** At the Effective Time:

(a) The Articles of Incorporation of Funa as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation; provided that the name of the Surviving Corporation shall be TeleDimensions International Inc.; and

(b) The By-laws of Funa as in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation.

4. **Effect of Merger.** At the Effective Time, the effect of the Merger shall be as stipulated in the laws of the State of Florida. Except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger and the corporate franchises, existences and rights of the Merging Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation, as the survivor, shall be fully vested therewith. At the Effective Time, the separate existence of the Merging Corporation shall cease and, in accordance with that certain Agreement and Plan of Merger and Reorganization dated March 9, 2007 (the "Merger Agreement"), the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public, as well as of a private nature, and all property, real, personal and mixed, and all and every other interest belonging to or due to the Merging Corporation and without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter effectively be the property of the Surviving Corporation as they were of the Merging Corporation and the Surviving Corporation

and the title to any real estate, or interest therein, whether by deed or otherwise, under the laws of the States of Florida, vested in the Merging Corporation and the Surviving Corporation, shall not revert or be in any way impaired by the Merger.

5. **Transfer of Property, Rights, Etc.** All of the property, rights, privileges, leases and patents of the Merging Corporation are transferred to and shall become the property of the Surviving Corporation, as the survivor. The officers and board of directors of the Merging Corporation are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

6. **Officers and Directors.** The officers and board of directors of the Surviving Corporation shall be the persons identified on Schedule 1.5 of the Merger Agreement and continue in office until their successors are duly elected and qualified under the provisions of the By-laws of the Surviving Corporation.

7. **Exchange of Shares.** At the Effective Time, by virtue of the Merger, the following securities will be converted in the manner set forth below:

(a) Each share of common stock, no par value, of Funa outstanding immediately prior to the Effective Time, shall be converted into the right to receive one validly issued, fully paid and nonassessable common share, no par value, of the Surviving Corporation;

(b) Each Class A Preferred Share, no par value, of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive, in cash, the liquidation preference due and payable to the holder thereof at the Effective Time of the Merger pursuant to terms of the Articles of Incorporation of the Merging Corporation;

(c) Each Class B Preferred Share, no par value, of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive, in cash, the liquidation preference due and payable to the holder thereof at the Effective Time of the Merger pursuant to terms of the Articles of Incorporation of the Merging Corporation;

(d) Each common share, no par value, of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one validly issued, fully paid and nonassessable common share of the Surviving Corporation, and upon issuance each such share will be contributed to Funa International GmbH in exchange for one validly issued, fully paid and nonassessable common share of Funa International GmbH, a limited liability company organized under the laws of Germany, in the nominal amount of Euro 292,400 and issued as a capital increase in kind; and

(e) Each share of capital stock of the Merging Corporation and Funa issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be cancelled and retired, and each holder of a certificate representing any such shares immediately prior to the Effective Time shall cease to have any rights with respect thereto, except the right to receive the consideration provided for in this Section 7, without interest. Each

share of its own capital stock held by the Merging Corporation or Funa immediately prior to the Effective Time shall be cancelled and extinguished without any conversion thereof.

8. **Merger Agreement on File.** The name and mailing address of the entity from which eligible persons may obtain a copy of the Merger Agreement upon written request is TeleDimensions International Inc., 1101 Saint Gregory Street, Suite 210, Cincinnati, Ohio 45202-1767, Attn: President.

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