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C. BROOKS RICCA, JR. & ASSOCIATES, P.A.  
ATTORNEYS AT LAW  
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West Palm Beach, Florida 33401-3515

(Address)

(City/State/Zip/Phone #)

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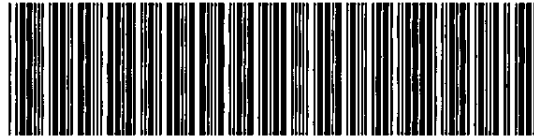
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TALLAHASSEE, FLORIDA

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**C. BROOKS RICCA, JR. & ASSOCIATES, P.A.**  
ATTORNEYS AT LAW

Peter J. Malecki•  
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Certified Legal Assistants  
Olivia M. Kendrick  
Deborah L. Smith

July 13, 2007

Florida Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: Graphicsnsigns, Inc. and  
Clifford & Harden Signs, Inc.**

Dear Sir/Madam:

Enclosed please find Articles of Merger of the above corporations for filing. We are also enclosing a copy of the Articles of Merger which I would ask that you please certify and return to the undersigned. A self-addressed, stamped envelope is enclosed to return the certified copy of the Articles.

Should you require any additional information concerning the above, please do not hesitate to contact the undersigned.

Thank you for your cooperation in this matter.

Sincerely,



Peter J. Malecki

PJM/olw  
Enclosure



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 15, 2007

C. BROOKS RICCA  
1209 NORTH OLIVE AVENUE  
WEST PALM BEACH, FL 33401-3515

SUBJECT: GRAPHICSNSIGNS, INC.  
Ref. Number: P07000001080

We have received your document for GRAPHICSNSIGNS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 807A00049780

## ARTICLES OF MERGER

1. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan and Agreement of Merger.

2. The name of the surviving corporation is Graphicsnsigns, Inc.

3. The Plan and Agreement of Merger of the undersigned corporation was adopted pursuant to Sections 607.214 and 607.221 of the Florida Statutes.

4. The Plan of Merger will become effective on June 29, 2007.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan and Agreement of Merger was adopted by the Shareholders of Clifford & Harden Signs, Inc. on June 29, 2007.

7. The Plan and Agreement of Merger was adopted by Shareholders of Graphicsnsigns, Inc. on June 29, 2007.

8. The Plan and Agreement of Merger calls for a conversion of the Clifford & Harden Signs, Inc. Shares into shares of Graphicsnsigns, Inc. as follows:

(A) Each share of the One Dollar (\$1.00) par value common stock of Clifford & Harden Signs, Inc. issued and outstanding on the effective date of the merger shall be converted into .1 share of the One Dollar (\$1.00) par value common stock of Graphicsnsigns, Inc. which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued; the number of issued shares shall be rounded upward or downward, as the case may be to the nearest whole shares.

(B) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

9. A copy of the Plan and Agreement of Merger is attached.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, BRYON D. HARDEN, President of Clifford & Harden Signs, Inc. have signed these Articles of Merger and caused the corporate seals of the Corporation to be hereunto affixed on this 29<sup>th</sup> day of June, 2007.

CLIFFORD & HARDEN SIGNS, INC.

(CORPORATE SEAL)

By: *Bryon D. Harden*  
Bryon D. Harden, President

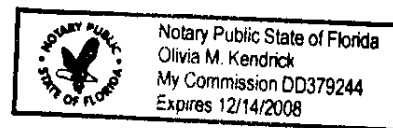
STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF PALM BEACH         )

BE IT REMEMBERED, that on this 29<sup>th</sup> day of June, 2007, personally came before me, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgments or proofs of deeds, Bryon D. Harden, President of Clifford & Harden Signs, Inc., a Florida corporation, the corporation described in the foregoing Articles of Merger, known to me personally to be such, or who provided Florida Driver's License, and he, the said Bryon D. Harden, as such President, duly executed the Articles of Merger to be his free act and deed and made on behalf of the corporation, that the signature of said President of said corporation to said foregoing Articles of Merger are the handwriting of said President of said corporation and that the seal affixed to said Articles is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

*Olivia M. Kendrick*  
NOTARY PUBLIC  
Printed Name of Notary: OLIVIA M. KENDRICK  
Commission No.: DD379244  
Commission Expiration: 12/14/2008

(NOTARIAL SEAL)




IN WITNESS WHEREOF, I, GADDI DOMINGUEZ, President of Graphicsnsigns, Inc. have signed these Articles of Merger and caused the corporate seals of the Corporation to be hereunto affixed on this 29<sup>th</sup> day of June, 2007.

GRAPHICSNSIGNS, INC.

(CORPORATE SEAL)

By:

  
Gaddi Dominguez, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

)  
) SS:  
)

BE IT REMEMBERED, that on this 29<sup>th</sup> day of June, 2007, personally came before me, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgments or proofs of deeds, Gaddi Dominguez, President of Graphicsnsigns, Inc., a Florida corporation, the corporation described in the foregoing Articles of Merger, known to me personally to be such, or who provided Florida Driver's License, and he, the said Bryon D. Harden, as such President, duly executed the Articles of Merger to be his free act and deed and made on behalf of the corporation, that the signature of said President of said corporation to said foregoing Articles of Merger are the handwriting of said President of said corporation and that the seal affixed to said Articles is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

  
NOTARY PUBLIC

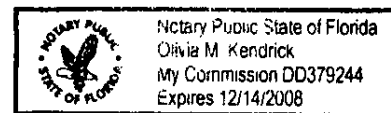
Printed Name of Notary:

Commission No.:

Commission Expiration:

OLIVIA M. KENDRICK  
DD379244  
12/14/2008

(NOTARIAL SEAL)



## **PLAN AND AGREEMENT OF MERGER**

Plan and Agreement of Merger made and entered into this 29<sup>th</sup> day of June, 2007, between Graphicsnsigns, Inc., hereinafter sometimes called the surviving corporation, and Clifford & Harden Signs, Inc., hereinafter called the absorbed corporation.

### **STIPULATIONS**

A. Graphicsnsigns, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 5815 Georgia Avenue, West Palm Beach, Florida.

B. Graphicsnsigns, Inc. has a capitalization of 100 authorized shares of One Dollar (\$1.00) par value common stock, of which 100 shares are issued and outstanding.

C. Clifford & Harden Signs, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 5815 Georgia Avenue, West Palm Beach, Florida.

D. Clifford & Harden Signs, Inc. has a capitalization of 500 authorized shares of One Dollar (\$1.00) par value common stock, of which 500 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Clifford & Harden Signs, Inc. Be merged into Graphicsnsigns, Inc. pursuant to the provisions of Sections 607.214 et. Seq. Of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations have agreed and do agree, to merge upon the terms and conditions hereinafter provided:

**Section One. Merger.** Clifford & Harden Signs, Inc. shall merge with and into Graphicsnsigns, Inc., which shall be the surviving corporation.

**Section Two. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(A) Each share of the One dollar (\$1.00) par value common stock of Clifford & Harden Signs, Inc. issued and outstanding on the effective date of the merger shall be converted into .1 share of the One Dollar (\$1.00) par value common stock of Graphicsnsigns, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued; the number of issued shares shall be rounded upward or downward, as the case may be to the nearest whole shares.

(B) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(C) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

**Section Four. Changes in Articles of Incorporation.** The Articles of Incorporation for the surviving corporation, Graphicsnsigns, Inc. shall continue to be its Articles of Incorporation following the effective date of the merger.

**Section Five. Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**Section Six. Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Seven. The Resident Agent.** The resident agent of the surviving corporation on the effective date of the merger shall continue as the resident agent of the surviving corporation.

**Section Eight. Capitalization.** The capitalization of the surviving corporation shall remain as is presently authorized i.e. 100 authorized shares of One Dollar (\$1.00) par value common stock of which 100 shares are issued and outstanding.

**Section Nine. Conveyance of Assets. Assumption of Liabilities.**

(A) The absorbed corporation shall, to the extent permitted by law, from time to time, as and when requested by the surviving corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments and to take or cause to be taken, such further or additional actions as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of all property, real and personal, of the absorbed corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper offices of the absorbed corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

(B) All assets and interest of any kind whatsoever of the absorbed corporation, including all debts due on any and all accounts, shall in effect become the property of the surviving corporation and the title to any and all property shall be vested in the surviving corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens



upon the property of the constituent corporation shall be preserved unimpaired, and all debts, liabilities and duties of the absorbed corporation shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred by contracted by it.

**Section Ten. Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate the merger.

**Section Eleven. Approval by Stockholders.** This Plan and Agreement of Merger shall be submitted for approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before June 29, 2007, or at such other time as to which the boards of directors of the constituent corporations may agree.


**Section Twelve. Effective Date of Merger.** The effective date of this merger shall be June 29, 2007.

**Section Thirteen. Abandonment of Merger.** This Plan and Agreement of Merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date.

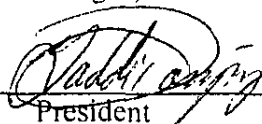
**Section Fourteen. Execution of Agreement.** This Plan and Agreement of Merger may be executed by any number of counterparts, and each such counterpart shall constitute an original instrument.


Executed on behalf of the parties by their officers, sealed with the corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Attest:

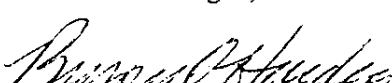
  
Secretary

Graphicsnsigns, Inc.

By:   
President

  
Secretary

Clifford & Harden Signs, Inc.

By:   
President