

P07000006646

MAY 08 2008 11:15 ER BUTZEL AND LONG

TO 918506176380

P.01/05

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : BUTZEL LONG
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5/8/07 Re-Send

To: Susan Payne

(850) 245-6897
617-6380

From: Kera Draetta

EFFECTIVE DATE

5/1/08

RECEIVED

2008 MAY -8 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Yusem Acquisition, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 APR 30 AM 11:00

FILED

Merger

Corrected

5/9

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1103, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Yusem Acquisition, Inc.</u>	<u>Florida</u>	<u>P07000008648</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Marketing Resources and Management, Inc.</u>	<u>Florida</u>	<u>J78751</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

EFFECTIVE DATE
5/1/08

FILED
APR 30 AM 11:00
DEPT. OF STATE
TALLAHASSEE, FLORIDA

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 5 / 01 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 24, 2008 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on April 24, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

H080001162083

P.03/05

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director_____

Typed or Printed Name of Individual & Title

Yusen Acquisition, Inc.

Richard Yusem

Marketing Resources and Management, Inc.

Richard Yuen

408000116208 3

H080001162083

PLAN OF MERGER

(Non Subsidiaries)

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.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionYusem Acquisition, Inc.Florida

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionMarketing Resources and Management, Inc.Florida

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

none

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

H080001162083

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P.05/05

H08000116208 3

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Article I

The name of this corporation is Marketing Resources and Management, Inc.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

H08000116208 3