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EFFECTIVE DATE
12-31-07

FILED
2007 DEC 28 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger w/NC

TB

1-3-08

INRELEX LAW GROUP, PLLC.

ATTORNEYS AT LAW

December 26, 2007

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Enclosed for filing are two executed Articles of Merger and Exhibit A to the Articles entitled "Plan of Merger". Please return one certified copy of the Articles of Merger to the undersigned. The merger involves OpIn Systems of FL, Inc., a Florida corporation which is the surviving corporation and OpIn Systems, Inc., a Minnesota corporation which will cease to exist as of the Effective Date.

The Effective Date of the Merger is December 31, 2007 or if later, the date the Articles of Merger are filed with the Florida Department of State, Division of Corporations.

The Articles of Merger have been signed by the directors of each constituent organization and the Plan of Merger attached as Exhibit A is executed by an officer of each constituent organization. The terms of the Merger are described in Exhibit A.

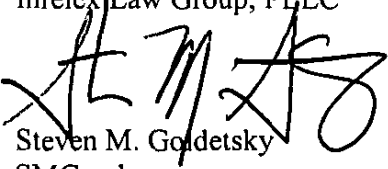
The Articles of Incorporation of OpIn Systems of FL, Inc., are amended on the Effective Date, renaming the corporation to OpIn Systems, Inc. As the surviving corporation this will be the name of the Florida corporation going forward.

Enclosed for filing is a check in the amount of \$78.75 to cover the filing fee for the two entities involved and to cover the cost of sending a certified copy of the Articles to the undersigned.

Please contact the undersigned at 952.835.3030, or at the letterhead address. If more convenient, the undersigned can be reached by email at steve@goldetsky.com.

Sincerely,

Inrelex Law Group, PLLC



Steven M. Goldetsky

SMG: cdp

INRELEX LAW GROUP, PLLC.

5001 American Blvd W., Suite 835, Bloomington MN 55437

Telephone: (952) 835-3030 Facsimile: (952) 806-9790

email: steve@goldetsky.com

www.goldetsky.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Opin Systems of FL, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Steven M. Goldetsky

(Contact Person)

Inrelex Law Group, PLLC

(Firm/Company)

5001 American Blvd Suite 835

(Address)

Bloomington MN 55437

(City/State and Zip Code)

For further information concerning this matter, please call:

Steven M. Goldetsky

(Name of Contact Person)

At (952) 835.3030

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12-31-07

**ARTICLES OF MERGER
OPIN SYSTEMS OF FL, INC., A FLORIDA CORPORATION
AND
AMENDMENT TO ORIGINAL ARTICLES OF INCORPORATION
TP
OPIN SYSTEMS OF FL, INC.**

FILED
2007 DEC 28 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - PLAN OF MERGER

The Agreement of Merger between Opin Systems of FL, Inc., (FL Corp) and Opin Systems, Inc., (MN Corp) constituting the Plan of Merger is attached hereto as Exhibit.

ARTICLE TWO - EFFECTIVE DATE

The merger is to be effective as of December 31, 2007, or if later than December 31, 2007, the date of filing the Articles of Merger with the Florida Department of State ("Effective Date").

ARTICLE THREE - BOARD AND SHAREHOLDER APPROVAL

The Board of Directors and Shareholders of Opin Systems, Inc., approved the Plan of Merger on December 26, 2007.

The Board of Directors of Opin Systems of FL, Inc., approved the Plan of Merger on December 26, 2007. Prior to the Effective Date of the Merger, there are no shareholders in Opin Systems of FL, Inc. necessitating shareholder approval of the Plan of Merger. As of the Effective Date of the Merger, the amendment to the Articles of Incorporation, changing the name of the Corporation to Opin Systems, Inc., does not require shareholder approval under Florida Statutes 607.1002.

ARTICLE FOUR - AMENDMENT TO ARTICLES OF INCORPORATION

On the Effective Date, the original Articles of Incorporation for Opin Systems of FL, Inc., are amended as follows:

A. The name Opin Systems of FL, Inc., is changed to Opin Systems, Inc.

OPIN SYSTEMS, INC.


By: Ray B. Pinson Dated: 12/26/2007

OPIN SYSTEMS OF FL, INC.


By: Ray B. Pinson Dated: 12/26/2007

EXHIBIT A
AGREEMENT AND PLAN OF MERGER
BETWEEN
OPIN SYSTEMS, INC., A MINNESOTA CORPORATION
PURSUANT TO MINN. STAT. 302A.611
AND
OPIN SYSTEMS OF FL, INC., A FLORIDA CORPORATION
PURSUANT TO FLORIDA STATUTES 607.1101

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made as of December 26, 2007 by and between Opin Systems, Inc., a Minnesota corporation and Opin Systems of FL, Inc., a Florida corporation ("FL Corp").

Recitals:

MN Corp was incorporated in Minnesota on December 19, 1994. Its current authorized capital stock consists of 100,000 shares of Common Stock, no par value, of which 100,000.00, shares are issued and outstanding;

FL Corp was incorporated in Florida on December 24, 2007. Its current authorized capital stock consists of 100,000 shares of Common Stock, no par value, of which no shares are issued and outstanding.

Just prior to the Effective Date, MN Corp will have one shareholder who owns all issued and outstanding shares of stock in MN Corp.

The MN Corp shareholder prior to the Effective Date and FL Corp shareholder on the Effective Date is one and the same person.

INTRODUCTION

The Plan of Merger is intended to comply with Minnesota Statutes Chapter 302A et. seq., Florida Statutes Chapter 607 et. seq., and constitute a tax free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code and accompanying Treasury Regulations. The result of the Merger is Opin Systems, Inc., a Minnesota corporation will cease to exist and Opin Systems of FL, Inc., a Florida corporation, will be the surviving corporation. On the Effective Date (as defined below) the Articles of Merger of FL Corp amend the Articles of Incorporation of Opin Systems of FL, Inc., changing the name of Opin Systems of FL, Inc., to Opin Systems, Inc.

PLAN OF MERGER: TERMS AND CONDITIONS

Opin Systems, Inc., a Minnesota corporation ("MN Corp") will merge into Opin Systems of FL, Inc., a Florida corporation ("FL Corp") on the Effective Date.

The **Effective Date** is defined herein as December 31, 2007, or the date of filing the Articles of Merger with the Florida Department of State, if later than December 31, 2007.

On the Effective Date, the separate corporate existence of MN Corp shall cease; the corporate identity, existence, powers, rights and immunities of FL Corp as the surviving corporation shall continue unimpaired by the merger; and FL Corp shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of MN Corp, all without further act or deed.

On the Effective Date, the obligations of MN Corp under or with respect to every plan, trust, program and benefit then in effect or administered by MN Corp for the benefit of the directors, officers and employees of MN Corp shall become the lawful obligations of FL Corp and shall be implemented and administered in the same manner and without interruption until the same are amended or otherwise lawfully altered or terminated. On the Effective Date, FL Corp hereby expressly adopts and assumes all obligations of MN Corp under such employee benefit plans.

On the Effective Date, pursuant to Articles of Merger filed with the Florida Department of State, the Articles of FL Corp are amended (i) changing the name of FL Corp to Opin Systems, Inc.

The shareholders and Board of Directors of MN Corp and the Board of Directors of FL Corp (as there are no shareholders in FL Corp prior to Merger) will vote on whether to approve the Plan of Merger in a timely manner such that if approval is obtained, all required corporate filings can be made with the appropriate authorities in Minnesota and Florida by the Effective Date.

On the Effective Date, each share of MN Corp Common Stock outstanding immediately prior thereto shall be automatically changed and converted into one fully paid and nonassessable, issued and outstanding share of FL Corp Common Stock.

On the Effective Date, all of the previously issued and outstanding shares of MN Corp common stock that were issued and outstanding immediately prior to the Effective Date shall be automatically retired and canceled.

On the Effective Date, all of the outstanding certificates that, prior to that date, represented shares of MN Corp common stock shall be deemed for all purposes to evidence ownership of and to represent the number of shares of FL Corp common stock into which such shares of MN Corp common stock are converted as provided herein.

The basis of shares held by shareholders of FL Corp as of the Effective Date will be the same basis as MN Corp shares just prior to the Effective Date, calculated in a manner consistent with Internal Revenue Code Section 368(a)(1)(F).

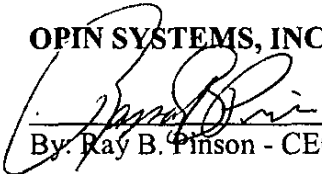
After the Effective Date and at the request of FL Corp, individuals with authority to act on behalf of MN Corp pursuant to Minnesota law shall execute such other instruments,

and take such further action as shall be appropriate, advisable or necessary in order to vest, perfect or confirm in FL Corp the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of MN Corp.

On the Effective Date, the Bylaws of MN Corp in effect immediately prior to the Effective Date shall become the Bylaws of FL Corp. In case of an inconsistency with Florida Statutes Chapter 607 and the Bylaws, such Bylaws shall be interpreted in a manner consistent with Florida Statutes Chapter 607.

Agreed to by the officers of the constituent corporations effective as of December 26, 2007.

OPIN SYSTEMS, INC.


By: Ray B. Pinson - CEO

OPIN SYSTEMS OF FL, INC.


By: Ray B. Pinson - President