

**P080000003191**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H080000119373)))



H080000119373ABC\$

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

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

From: Account Name : THE LAW OFFICES OF NICK SPRADLIN PLLC  
Account Number : I20070000020  
Phone : (813) 435-3176  
Fax Number : (813) 333-6358

FILED  
08 JAN 15 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
2008 JAN 15 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**CONTEMPO DIRECT, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

FILED  
08 JAN 15 PM 12:21  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CONTEMPO DIRECT, INC.	FLORIDA	P08000003191

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CONTEMPO DIRECT, INC.	WISCONSIN	C060858
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 \_\_\_\_/\_\_\_\_/\_\_\_\_ (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 JANUARY 14, 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 JANUARY 14, 2008 and shareholder approval was not required.



**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:

<u>Name</u>	<u>Jurisdiction</u>
<u>CONTEMPO DIRECT, INC.</u>	<u>FLORIDA</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CONTEMPO DIRECT, INC.</u>	<u>WISCONSIN</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

The name of the corporation planning to merge is CONTEMP DIRECT, INC. (A WISCONSIN CORPORATION) and the name of the surviving corporation into which this corporation plans to merge is CONTEMPO DIRECT, INC. (A FLORIDA CORPORATION), which is hereinafter designated as the surviving corporation. The terms and conditions of this merger is based on the IRS reorganization principals of Section 368(a)(1)(F) which defines an F reorganization as a mere change in identity, form, or place of organization of one corporation, however effected. The principal nature of the business of the merging corporation (fund-raising counsel) shall continue to be the nature of the business for the surviving corporation and the surviving corporation shall continue to use the assets of the merging corporation. The surviving corporation shall have exactly the same director, officer and shareholder as the merging corporation. The surviving corporation shall have exactly the same stock characteristics as the merging corporation (100 common shares).

**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:

No gain or loss shall be recognized by, merging or surviving corporation, or any of the shareholders thereof as a result of the transaction. Therefore, the basis, holding periods, and depreciation lives and methods of the assets of merging corporation carry over to surviving corporation. Additionally, The amount and basis of the shares of the merging corporation carry over to the shares of surviving corporation. Thus, the shares of the surviving corporation are given in exchange for the assets, liabilities of the merging corporation and the surviving corporation shall retain the exact same stock characteristics as the merging corporation, and the shareholder of the merging company shall receive all of the stock of the surviving corporation for said exchange.

NICK SPRADLIN ESQ

01/11/2008 14:36

8133336358

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: