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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# ICARD MERRILL

ATTORNEYS & COUNSELORS

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Attorney At Law

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November 10, 2008

**VIA OVERNIGHT DELIVERY/**  
**FEDERAL EXPRESS**

Florida Department of State  
Attn: Thelma / Amendment Section  
2661 W. Executive Center Circle  
Clifton Building  
Tallahassee, FL 32301

RE: Pixel after Pixel, Inc., a Florida corporation ("Pixel FL") and Pixel after Pixel, Inc., a New Jersey corporation ("Pixel NJ" and together with Pixel FL the "Constituent Corporations")  
FL Document No.: P08000014920  
NJ Filing No.: 0400072316

Dear Thelma:


Pursuant to our telephone conversation of the same date, please find enclosed our firm's check (#073305) in the amount of Seventy Eight and 75/100 Dollars (\$78.75) as payment for the filing fees for the merger of Pixel FL and Pixel NJ.

I am also enclosing a copy of our original Federal Express package, together with our Federal Express confirmation of delivery to your office.

Please file the merger documents and furnish our office with one (1) certified copy of the filed documents at the address shown above and the effective date of the Florida filing.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at (941) 366-8100, extension 201.

Very truly yours,  
ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

  
Kim Kellett  
Legal Assistant to Bruce P. Chapnick

BPC/kk  
w/encs.

# ICARD MERRILL

ATTORNEYS & COUNSELORS

**Bruce P. Chapnick**  
Attorney At Law

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November 3, 2008

VIA OVERNIGHT DELIVERY/  
FEDERAL EXPRESS

State of Florida  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Pixel after Pixel, Inc., a Florida corporation ("Pixel FL") and Pixel after Pixel, Inc., a New Jersey corporation ("Pixel NJ" and together with Pixel FL the "Constituent Corporations")  
FL Document No.: P08000014920  
NJ Filing No.: 0400072316

Dear Sir or Madam:

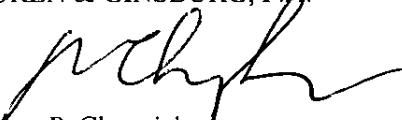
This correspondence concerns our filing with the State of Florida of the documents memorializing and authorizing the merger of Pixel NJ into Pixel FL. In order to effectuate the filing, enclosed please find two (2) fully executed original copies of the Articles of Merger by the Constituent Corporations which were ratified and approved by a unanimous vote of the shareholders and directors of both corporations pursuant to the enclosed Plan of Merger, and pursuant to applicable Florida and New Jersey statutes.

Also enclosed please find a check in the amount of Seventy Eight and 75/100 Dollars (\$78.75) to cover your filing fee and for one (1) certified copy of filed merger documents. The aforementioned merger documents are enclosed in duplicate for certification purposes.

Please file these merger documents and furnish our office with one (1) certified copy of the filed documents at the address shown above and the effective date of the Florida filing.

Thank you for your assistance, and if you have any questions, please do not hesitate to contact our office at (941) 366-8100, extension 201.

Very truly yours,  
ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.



Bruce P. Chapnick

BPC/kk  
w/encs.

**Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A. - Established 1953**  
Offices in Sarasota, Manatee and Charlotte Counties

**ARTICLES OF MERGER  
OF  
PIXEL AFTER PIXEL, INC.,  
A NEW JERSEY CORPORATION  
INTO  
PIXEL AFTER PIXEL, INC.,  
A FLORIDA CORPORATION**

**FILED**  
2008 NOV 12 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, of the Florida Statutes, and Title 14(A) of the New Jersey Statutes, PIXEL AFTER PIXEL, INC., a New Jersey corporation ("Disappearing Entity"), and PIXEL AFTER PIXEL, INC., a Florida corporation ("Surviving Entity") (Surviving Entity and Disappearing Entity are hereinafter referred to, collectively, as the "Constituent Entities") adopt the following Articles of Merger, for the purpose of effectuating the merger of Disappearing Entity into Surviving Entity (the "Merger").

**1. Name, Principal Office, Jurisdiction, and Type of Entity.** The exact name, street address of the principal office, jurisdiction, and entity type for each of the Constituent Entities are as follows:

**a. Disappearing Entity.**

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/ Registration Number</i>	<i>FEEL Number</i>
Pixel after Pixel, Inc. 303 Tuxford Court Pennington, New Jersey 08534	New Jersey	Corporation	0400072316	20-1813192

**b. Surviving Entity.**

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/ Registration Number</i>	<i>FEEL Number</i>
Pixel after Pixel, Inc. 8337 Sailing Loop Bradenton, Florida 34202	Florida	Corporation	P08000014920	20-1813192

**2. Plan of Merger Requirements.** The plan of merger annexed hereto as Exhibit "A" and made a part hereof (the "Plan of Merger") was adopted, approved, and executed by all of the Directors and Shareholders of each of the Constituent Entities pursuant to a Joint Action of Shareholders and Directors Without Formal Meeting, taken as of February 10, 2008, and in accordance with Chapter 607 of the Florida Statutes and Title 14(A) of the New Jersey Statutes and the respective laws of all applicable jurisdictions. The Plan of Merger was approved as of February 10, 2008, by the Constituent Entities in order to effect a change in the jurisdiction of

the Disappearing Entity's state of incorporation from New Jersey to Florida pursuant to Section 368(a)(i)(F) of the Internal Revenue Code of 1986, as amended.

**3. Appointment of New Jersey Secretary of State.** Surviving Entity hereby irrevocably appoints the New Jersey Secretary of State as its agent for substitute service of process pursuant to Title 14(A) of the New Jersey Statutes in any proceeding to enforce any obligation or rights of any dissenting shareholder of each New Jersey corporation that is a party to the Merger.

**4. Dissenters' Rights.** Surviving Entity agrees to pay the dissenting shareholders of the New Jersey company that is a party to the Merger the amount, if any, to which they are entitled under Title 14(A) of the New Jersey Statutes. The Disappearing Entity is the only New Jersey company that is a party to this Merger and the shareholders of the Disappearing Entity are the only shareholders entitled to dissenter's rights.

**5. Laws of All Applicable Jurisdictions.** The Merger is permitted under the respective laws of the State of New Jersey and the State of Florida and is not prohibited by the articles of incorporation of either Constituent Entity that is a party to the Merger.


**6. Method of Accomplishing the Merger.** Pursuant to the attached Plan of Merger, all issued and outstanding shares of stock of Disappearing Entity will be acquired by Surviving Entity by means of the Merger.

**7. Compliance.** These Articles of Merger comply with, and were executed in accordance with, the laws of each Constituent Entity's applicable jurisdiction. Disappearing Entity is merged into Surviving Entity pursuant to Section 607.1107 of the Florida Statutes, and pursuant to Title 14(A) of the New Jersey Statutes.


**8. Effective Date.** The filing of this Merger will be effective on either of the dates the Merger is filed in New Jersey or Florida, whichever is later. The Plan of Merger is effective February 10, 2008.

**IN WITNESS WHEREOF,** the parties hereto have executed these Articles of Merger as of February 10, 2008.

**SURVIVING ENTITY:**  
PIXEL AFTER PIXEL, INC.,  
a Florida corporation

By:   
Timothy Whitehurst, President

**DISAPPEARING ENTITY:**  
PIXEL AFTER PIXEL, INC.,  
a New Jersey corporation

By:   
Timothy Whitehurst, President

**EXHIBIT "A"**  
**PLAN OF MERGER**

**PLAN OF MERGER  
BY AND BETWEEN  
PIXEL AFTER PIXEL, INC.  
A NEW JERSEY CORPORATION  
AND  
PIXEL AFTER PIXEL, INC.  
A FLORIDA CORPORATION**

**THIS PLAN OF MERGER** (the "Plan") is entered into as of February 10, 2008, by and between Pixel after Pixel, Inc., a New Jersey corporation ("Disappearing Entity"), located at 303 Tuxford Court, Pennington, New Jersey 08534, and Pixel after Pixel, Inc., a Florida corporation ("Surviving Entity"), located at 8337 Sailing Loop, Bradenton, Florida 34202 (Surviving Entity and Disappearing Entity are hereinafter referred to, collectively, as the "Constituent Entities"). The Plan, was adopted and approved by the Constituent Entities as a Section 368(a)(i)(F) of the Internal Revenue Code of 1986, as amended, reorganization and in accordance with Section 607.1107 of the Florida Statutes and Title 14(A) of the New Jersey Statutes, is being submitted in accordance with Section 607.1101, *et seq.*, of the Florida Statutes and Title 14(A) of the New Jersey Statutes, and is drafted and executed for the purpose of approving and promoting the merger of Disappearing Entity into Surviving Entity (the "Merger").

**RECITALS**

A. Disappearing Entity has authorized capital stock consisting of 100 shares of common stock, with par value of \$1.00 per share, of which 100 shares are issued and outstanding on the date hereof. Surviving Entity has an authorized capital stock consisting of 1,000 shares of common stock, with a par value of \$1.00 per share, of which 100 shares are issued and outstanding on the date hereof.

B. The Board of Directors of Disappearing Entity and the Board of Directors of Surviving Entity deem it advisable that Disappearing Entity be merged into Surviving Entity, under and pursuant to the provisions of this Plan and in accordance with the applicable statutes of the State of New Jersey and the State of Florida.

**NOW, THEREFORE**, in consideration of the premises and the covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, with the intent of being legally bound hereby, agree, pursuant to the applicable laws of the State of New Jersey and the State of Florida, that Disappearing Entity shall be, and it hereby is, as of the effective date of the Merger, merged into Surviving Entity; and that the terms and conditions of the Merger and the mode of carrying the same into effect are, and shall be, as follows:

**1. Recitals.** The foregoing Recitals are hereby ratified and confirmed, are true, correct, and complete, and are incorporated herein.

**2. Name and Jurisdiction of the Constituent Entities.**

a. Disappearing Entity.

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/ Registration Number</i>	<i>F.E.I. Number</i>
Pixel after Pixel, Inc. 303 Tuxford Court Pennington, New Jersey 08534	New Jersey	Corporation	0400072316	20-1813192

b. Surviving Entity.

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Florida Document/ Registration Number</i>	<i>F.E.I. Number</i>
Pixel after Pixel, Inc. 8337 Sailing Loop Bradenton, Florida 34202	Florida	Corporation	P08000014920	20-1813192

**3. Merger; Effective Date.** The name of Surviving Entity shall be "Pixel after Pixel, Inc.", and Surviving Entity shall be governed by the laws of the State of Florida. The Merger shall be effective on the date the Merger is filed in New Jersey and Florida, whichever is later (the "Effective Date"). The Plan shall be effective as of the date first written above. The purposes, powers, objects, identity, existence, properties, assets, rights, privileges, powers, franchises, and immunities of Surviving Entity are as described in Surviving Entity's Articles of Incorporation, from and after the Effective Date; and, the identity, existence, properties, assets, rights, privileges, powers, franchises, and immunities of Disappearing Entity shall be merged with and into Surviving Entity and Surviving Entity shall be fully vested therewith. As of the Effective Date, the separate existence of the corporate organization of Disappearing Entity, except insofar as it may be continued by statute, shall cease, pursuant to the laws of the State of New Jersey and the State of Florida. The Plan was approved by the Constituent Entities in order to effect a change in the jurisdiction of the Disappearing Entity's state of incorporation from New Jersey to Florida pursuant to Section 368(a)(i)(F) of the Internal Revenue Code of 1986, as amended.

**4. Distribution to Shareholders of the Constituent Entities.** The manner and basis of making distributions to the shareholders of the Constituent Entities, and the extinguishment or substitution of their shares of common stock, as the case may be, shall be as follows:

The shareholders of Disappearing Entity shall surrender their certificate(s) for all of their shares of "common stock" in Disappearing Entity to Surviving Entity prior to the Effective Date of the Merger. Upon surrender to Surviving Entity of the certificate(s) of said shares of Disappearing



Entity, said shares of Disappearing Entity's common stock shall be cancelled. As the shareholders of Disappearing Entity and the shareholders of Surviving Entity are the only shareholders of both Surviving Entity and Disappearing Entity and own the same percentages of the issued and outstanding shares of both Surviving Entity and Disappearing Entity, no additional shares of common stock of Surviving Entity will be issued in exchange for the shares of common stock of Disappearing Entity so surrendered and cancelled, and subsequent to the Effective Date, the shareholders will continue as the only shareholders of Surviving Entity.

**5. Satisfaction of Rights of Disappearing Entity Shareholders.** All shares of common stock of Surviving Entity, into which shares of common stock of Disappearing Entity shall have been or would have been converted and would have become exchangeable for under this Plan, shall be deemed to have been paid in full satisfaction of such converted shares.

**6. Fractional Shares.** Fractional shares of the common stock of Surviving Entity will not be issued. Any shareholder who shall be entitled to a fractional share of Surviving Entity greater than one-half ( $\frac{1}{2}$ ) shall be entitled to one additional share rather than said fractional interest, and any shareholder who shall be entitled to a fractional share equal to less than one-half ( $\frac{1}{2}$ ) shall not receive any additional shares for said fractional interest.

**7. Effect of Merger.**

a. Surviving Entity shall possess the privileges, properties, assets, rights, immunities, powers, and franchises of a public, as well as of a private nature, and shall be subject to all the restrictions, disabilities, and duties of the Constituent Entities, and all property, real and personal, of each of the Constituent Entities, and all debts due from either of the Constituent Entities on whatever account, as well as for share subscriptions and all other things in action or belonging to each of the Constituent Entities, shall be vested in Surviving Entity; and, all privileges, properties, assets, rights, immunities, powers, and franchises, and all and every other interest shall be, thereafter, as effectively the property of Surviving Entity as they were of the several and respective Constituent Entities, and the title to any real estate vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities, and duties of the Constituent Entities shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by Surviving Entity. Surviving Entity may record a certified copy of this Plan, or of any Articles of Merger and/or a Certificate of Merger executed in accordance with this Plan, in any county in which a Surviving Entity or Disappearing Entity holds an interest in real or other property.

b. If Surviving Entity shall consider it to be advisable that any further conveyances, agreements, documents, instruments, assurances of law, actions, or filings are necessary or desirable to vest, perfect, confirm, or record in Surviving Entity the title to any rights, privileges, properties, assets, immunities, powers, and franchises of Disappearing Entity, or to otherwise carry out the provisions of this Plan, the proper directors and officers of Disappearing Entity last in office shall execute and deliver, upon Surviving Entity's request, any and all proper conveyances, agreements,

documents, instruments, and assurances of law, and shall do all things necessary or proper to vest, perfect, or confirm title to such rights, privileges, properties, assets, immunities, powers, and franchises in Surviving Entity, and otherwise to carry out the provisions of this Plan.

**8. Filing with the New Jersey Secretary of State and the Florida Secretary of State.** Disappearing Entity and Surviving Entity shall cause their respective President or other duly designated officer to execute, or to cause to be executed, and to file, Articles of Merger and/or a Certificate of Merger in all necessary jurisdictions, and, upon the execution of the Plan, it shall be deemed incorporated by reference into any such Articles of Merger and/or Certificates of Merger, as if fully set forth in such documents, and it shall become an exhibit to such documents. Thereafter, such Articles of Merger shall be delivered by Surviving Entity to the Florida Secretary of State for filing in accordance with Sections 607.1105 and 607.1107 of the Florida Statutes, and such Certificate of Merger shall be delivered by Surviving Entity to the New Jersey Secretary of State for filing in accordance with Title 14(A) of the New Jersey Statutes.

**9. Termination; Abandonment.** Notwithstanding the provisions hereof, this Plan may be terminated and the Merger may be abandoned at any time prior to the Effective Date, as follows:

- a. by mutual consent of the Board of Directors of Disappearing Entity and the Board of Directors of Surviving Entity; and
- b. by either the Board of Directors of Disappearing Entity or by the Board of Directors of Surviving Entity, if the Merger was wrongfully effected.

In the event of a termination of this Plan and an abandonment of the Merger, pursuant to this section, written notice thereof shall be given by the terminating Constituent Entity to the other, and thereupon this Plan and the Merger shall become void and of no effect, without any liability on the part of either of the Constituent Entities or their respective directors and shareholders to the other(s).

Surviving Entity hereby appoints the New Jersey Secretary of State as its agent for substitute service of process pursuant to Title 14(A) of the New Jersey Statutes in any proceeding to enforce against Surviving Entity any obligation or the rights of any dissenting shareholders of any party to the Merger.

**10. Amendment and Waiver.** Either Constituent Entity may, at any time prior to filing with the Florida Secretary of State and the New Jersey Secretary of State, by appropriate action taken and duly authorized in accordance with applicable law, waive any of the terms or conditions of this Plan or of an amendment or modification of this Plan by an agreement, in writing, executed in the same manner (but necessarily by the same persons) as this Plan, provided, however, that any such action shall only be taken after a favorable vote by the shareholders of a party hereto, and, even then, only if, in the opinion of the Director so acting, such amendment or modification will not have a material or adverse effect on the benefits intended under this Plan for the shareholders of such party and will not require re-solicitation of any proxies of such shareholders.

**11. Counterparts.** For the convenience of the parties and to facilitate any required filing, this Plan may be executed in one or more counterparts (including by means of facsimile or electronically transmitted signature pages), each of which shall be deemed an original, and all of which shall constitute one and the same instrument.

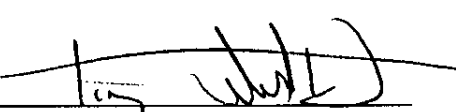
**IN WITNESS WHEREOF,** each Constituent Entity has caused this Plan to be executed by its appropriate duly authorized officer as of the date first set forth above.

**SURVIVING ENTITY:**  
PIXEL AFTR PIXEL, INC.,  
a Florida corporation

By:   
Timothy Whitehurst, President

Being all of the Directors and  
Shareholders of Pixel after Pixel, Inc.

**DISAPPEARING ENTITY:**  
PIXEL AFTER PIXEL, INC.,  
a New Jersey corporation

By:   
Timothy Whitehurst, President

Being all of the Directors and  
Shareholders of Pixel after Pixel, Inc.