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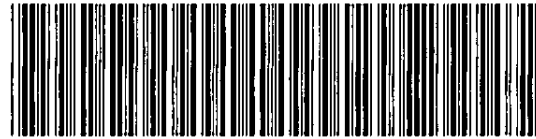
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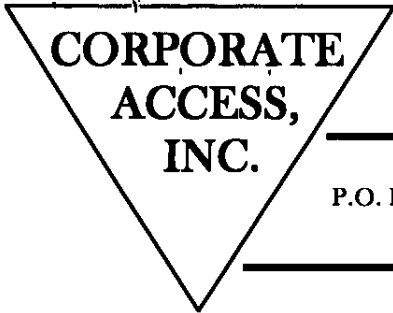
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Merger

G. Gouletto MAY 21 2008



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Merger

1.

MEMOFEM, Inc
(CORPORATE NAME AND DOCUMENT #)

PO8-23731

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF MERGER
OF
THE EXPOSITION COMPANY, a Georgia Corporation,
INTO
MEMofEM, Inc, a Florida Corporation
and NAME CHANGE of
MEMofEM, Inc. to The Exposition Company**

ARTICLES OF MERGER between The Exposition Company, a Georgia corporation ("EXPOSITION") and MEMofEM, Inc., a Florida corporation ("MEMofEM").

Under Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") and Section 14-2-1105 Official Code of Georgia Annotated (the "Georgia Act") EXPOSITION and MEMofEM adopt the following Articles of Merger:

1. The Plan of Merger dated May 14, 2008 ("Plan of Merger"), between EXPOSITION and MEMofEM was approved and adopted by all of the officers, all of the directors and all of the shareholders of EXPOSITION on May 14, 2008 and was approved and adopted by all of the officers, all of the directors and all of the shareholders of MEMofEM on May 14, 2008.

2. Under the Plan of Merger, all issued and outstanding shares of EXPOSITION 's stock will be acquired by means of a merger of EXPOSITION into MEMofEM with MEMofEM the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. The date and time of the effectiveness of the Merger shall be on June 2, 2008.

5. As of the effective date of the Merger, Article 1 of the Articles of Incorporation of MEMofEM shall be amended so as to change the name of MEMofEM to The Exposition Company.

6. Pursuant to Section 14-2-1105.1 (b) of the Georgia Act the appropriate officers of the Disappearing Corp. shall cause to be published a "Notice of Merger."

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAY 21 PM 12:26

FILED

EXHIBIT
06-02-08

IN WITNESS WHEREOF, the parties have set their hands on May 14, 2008.

ATTEST:

James Floyd Black
JAMES F. BLACK, Secretary
(Corporate Seal)

The Exposition Company
a Georgia corporation

Jane Cocke Black
JANE C. BLACK, President

ATTEST:

James Floyd Black
JAMES F. BLACK, Secretary
(Corporate Seal)

MEMofEM, Inc.
a Florida corporation

Jane Cocke Black
JANE C. BLACK, President

EXHIBIT "A"

PLAN OF MERGER

Merger between MEMofEM, Inc., a Florida corporation(the Surviving Corp.") and The Exposition Company, a Georgia corporation, (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with Sections 607.1101 et seq. of the Florida Business Corporation Act (the "Florida Act") and Sections 14-2-1101 et seq of the Official Code of Georgia Annotated (the "Georgia Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The Surviving Corp.'s Articles of Incorporation shall be amended to change the name of the Surviving Corp. to The Exposition Company which shall take effect on the Effective Date as follows:

Article 1 - Name

The name of the Corporation shall be The Exposition Company.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of stock in the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall be discontinued and returned to the Surviving Corp. and converted to Treasury stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Act and Section 14-2-1106 of the Georgia Act.

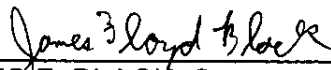
5. Supplemental Action. If at any time before or after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of

Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

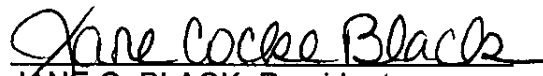
6. Filing with the Florida and Georgia Secretary of State and Effective Date. Attached hereto are Articles of Merger duly signed by the respective Presidents of the Surviving Corp. and the Disappearing Corp. This Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State and by the Disappearing Corp. to the Georgia Secretary of State in accordance with Sections 607.1105(1)(b) of the Florida Act and Section 14-2-1105 (c) of the Georgia Act. The Articles of Merger shall specify the "Effective Date," which shall be June 2, 2008.

IN WITNESS WHEREOF, the parties have set their hands on May 14, 2008.

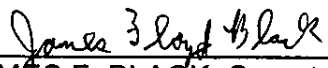
ATTEST:


JAMES F. BLACK, Secretary
(Corporate Seal)


The Exposition Company
a Georgia corporation


JANE C. BLACK, President

ATTEST:


JAMES F. BLACK, Secretary
(Corporate Seal)

MEMofEM, Inc.
a Florida corporation


JANE C. BLACK, President