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*merger*

12/11/08--01036--004 \*\*87.50

FILED  
2008 DEC 11 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AR*  
*12/16/08*

*Charles O. Morgan, Jr., P.A.*  
*Attorneys at Law*

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December 10, 2008

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

RE: VIA MOTIF, INC. (Surviving Corporation)

To Whom It May Concern:

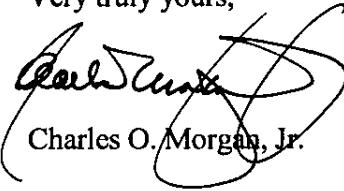
Enclosed please find Articles of Merger to effect the merger between CATHY STEINBERG, INC., a California corporation and VIA MOTIF, INC., a Florida corporation. VIA MOTIF, INC. will be the surviving corporation.

A check for \$87.50 is enclosed for filing the Articles of Merger to include:

1.	CATHY STEINBERG, INC. (merging corporation)	\$	35.00
2.	VIA MOTIF, INC. (surviving corporation)		35.00
3.	2 Certified copies		17.50
		\$	87.50

When same have been filed accordingly, please return all correspondence concerning this matter to the undersigned at the above address via the enclosed Federal Express envelope.

Very truly yours,

  
Charles O. Morgan, Jr.

COM: pmg  
Enclosures: as stated  
cc: Cathy J. Steinberg  
Frank Beck, CPA

**FILED**

2008 DEC 11 PM 12:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
of  
**CATHY STEINBERG, INC., a California corporation**  
into  
**VIA MOTIF, INC., a Florida corporation**  
(Profit Corporation)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, Florida Statutes.

**ARTICLE ONE**  
**SURVIVING CORPORATION**

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
VIA MOTIF, INC.	Florida	P08000107220

**ARTICLE TWO**  
**MERGING CORPORATION**

The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CATHY STEINBERG, INC.	California	C700736

**ARTICLE THREE**  
**PLAN OF MERGER**

The Plan of Merger is attached.

**ARTICLE FOUR**  
**EFFECTIVE DATE**

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**ARTICLE FIVE**  
**ADOPTION OF MERGER BY SURVIVING CORPORATION**

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 10, 2008.

**ARTICLE SIX**  
**ADOPTION OF MERGER BY MERGING CORPORATION**

The Plan of Merger was adopted by the shareholders of the merging corporations on December 10, 2008.

**ARTICLE SEVEN**  
**SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer

Merging Corporation:

CATHY STEINBERG, INC.,  
a California corporation

CATHY STEINBERG, INC



By: \_\_\_\_\_  
CATHY J. STEINBERG,  
President

Surviving Corporation:

VIA MOTIF, INC.,  
a Florida corporation

VIA MOTIF, INC.



By: \_\_\_\_\_  
CATHY J. STEINBERG,  
President

**PLAN OF MERGER**  
of  
**CATHY STEINBERG, INC., a California corporation**  
into  
**VIA MOTIF, INC., a Florida corporation**

The following Plan of Merger is submitted in compliance with §607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**ARTICLE ONE**  
**SURVIVING CORPORATION**

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
VIA MOTIF, INC.	Florida	P08000107220

**ARTICLE TWO**  
**MERGING CORPORATION**

The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CATHY STEINBERG, INC.	California	C700736

**ARTICLE THREE**  
**TERMS AND CONDITIONS OF MERGER**

CATHY STEINBERG, INC., a California corporation, will merge into VIA MOTIF, INC., a Florida corporation, and CATHY STEINBERG, INC. will cease to exist.

**ARTICLE FOUR**  
**ARTICLES OF INCORPORATION**

The Articles of Incorporation of VIA MOTIF, INC., as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of VIA MOTIF, INC. and shall not be changed or amended by the Merger.

**ARTICLE FIVE**  
**SHARE EXCHANGE**

The manner and basis of converting the shares of the merging corporation into shares of the surviving corporation are as follows: Each ten (10) shares of issued and outstanding common stock (without par value) of CATHY STEINBERG, INC. shall be converted into one (1) share of common stock (with par value) of VIA MOTIF, INC. Upon the surrender of certificates representing ten (10) shares of CATHY STEINBERG, INC. stock by the holder thereof, a certificate for one (1) share of VIA MOTIF, INC. stock shall be issued in exchange by VIA MOTIF, INC. Shares of VIA MOTIF, INC. common stock (with par value) outstanding shall not be converted or exchanged but shall remain outstanding as shares of common stock (without par value) of the surviving corporation.

**ARTICLE SIX**  
**AMENDMENTS**

VIA MOTIF, INC. reserves the right and power, after the effective date of the Merger, to alter, amend change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

**ARTICLE SEVEN**  
**DIRECTORS**

The Directors of VIA MOTIF, INC. as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of VIA MOTIF, INC. The sole Director of VIA MOTIF, INC. shall continue to be CATHY J. STEINBERG.

**ARTICLE EIGHT**  
**OFFICERS**

The following officers of VIA MOTIF, INC. immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of VIA MOTIF, INC.:

CATHY J. STEINBERG	President
CATHY J. STEINBERG	Secretary/Treasurer

**ARTICLE NINE**  
**BYLAWS**

The Bylaws of VIA MOTIF, INC., as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of VIA MOTIF, INC. until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

**ARTICLE TEN**  
**TRANSFER OF ASSETS**

On the effective date of the Merger, the separate existence of CATHY STEINBERG, INC., a California corporation, shall cease, and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon VIA MOTIF, INC., a Florida corporation, the surviving corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by VIA MOTIF, INC. to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of CATHY STEINBERG, INC. by the last acting officers thereof, or by the corresponding officers of the surviving corporation.


**ARTICLE ELEVEN**  
**EFFECTIVE DATE**

The effective date of the Merger shall be the date when these Articles and Plan of Merger are accepted for record by the Secretary of State for the State of Florida.

This Plan of Merger is executed this 10 day of December, 2008, by the parties hereto.


**Merging Corporation:**

CATHY STEINBERG, INC.

By:   
CATHY J. STEINBERG, President

**Surviving Corporation:**

VIA MOTIF, INC.

By:   
CATHY J. STEINBERG, President