

To: The Florida Dept. of State
Subject: 000447116828

From: Ashley Smith

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Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000447.116828

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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2010 JAN -6 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
FAT SQUIRREL MARKETING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

2009 DEC 31 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/31/09

January 4, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FAT SQUIRREL MARKETING, INC.
C/O DREW LA GRANDE, ESQ.
401 EAST JACKSON STREET, STE 1700
TAMPA, FL 33602

SUBJECT: FAT SQUIRREL MARKETING, INC.
REF: P09000004957

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H09000267897
Letter Number: 110A00000016

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DATE OF FILING DATE

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DATE OF FILING DATE

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ARTICLES OF MERGER

OF

**FAT SQUIRREL MARKETING, INC.,
a New York Corporation,**

WITH AND INTO

**FAT SQUIRREL MARKETING, INC.,
a Florida Corporation**

FILED
2009 DEC 31 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 907 of the New York Business Corporation Law, and pursuant to the provisions of Section 607.1107 of the Florida Statutes, **FAT SQUIRREL MARKETING, INC.**, a New York Corporation (authorized to transact business in Florida) and **FAT SQUIRREL MARKETING, INC.**, a Florida Corporation, do hereby adopt the following Articles/Certificate of Merger (hereinafter, collectively, referred to as "Articles of Merger"):

First: The name and jurisdiction of the merging corporation ("Merging Company") is:

<u>Name</u>	<u>Jurisdiction</u>
FAT SQUIRREL MARKETING, INC.	New York

Second: The name and jurisdiction of the surviving corporation ("Surviving Company") is:

<u>Name</u>	<u>Jurisdiction</u>
FAT SQUIRREL MARKETING, INC.	Florida

Third: The Boards of Directors of Merging Company and Surviving Company have resolved by unanimous written consent on the 21st day of December 2009, that Merging Company be merged, pursuant to the Florida Business Corporation Act and the Business Corporation Law of the State of New York, into Surviving Company, a corporation existing under the laws of the State of Florida, in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

Fourth: The Merging Company is hereby merged with and into the Surviving Company and the separate existence of the Merging Company shall cease as of the Effective Date (as hereinafter defined). A copy of the Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

Fifth: The Articles of Merger and Plan of Merger were unanimously approved by the shareholders of the Merging Company by unanimous written consent on the 21st day of December 2009, in accordance with applicable New York law.

(TP441418;3)

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Sixth: The Certificate of Incorporation of **FAT SQUIRREL MARKETING, INC.**, a New York corporation, were filed on April 27, 2005.

Seventh: The Articles of Incorporation of **FAT SQUIRREL MARKETING, INC.**, a Florida corporation, were filed on January 15, 2009.

Eighth: The Surviving Corporation agrees that the Merging Company may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic or foreign constituent entity, previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of any constituent domestic entity to receive payment for their interests against the Surviving Corporation.

Ninth: The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against the Merging Company may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law in any action or special proceeding. The post office address to which the said Secretary of State shall mail a copy of any process against the Florida Surviving Corporation served upon it is: CorpDirect Agents, Inc., 515 East Park Avenue, Tallahassee, FL 32301.

Tenth: Subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, and any applicable statute, the Surviving Corporation will promptly pay to the shareholders of each constituent domestic corporation and owners of any constituent other business entity, the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York or any applicable statute relating to the rights of shareholders and owners to receive payment for their interests.

Eleventh: The Merging Company certifies that all fees and taxes (including penalties and interest) administered by the department of taxation and finance, which are then due and payable have been paid and that a cessation franchise tax report through the anticipated date of the merger or consolidation has been filed by the Merging Company.

Twelfth: The merger is permitted by the laws of the jurisdiction of the incorporation of the Surviving Corporation and is in compliance therewith.

Thirteenth: The Plan of Merger is on file at the following place of business of the Florida Surviving Corporation: 8128 Papaya Street, Port Richey, Florida 34668.

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Fourteenth: The Articles of Merger and Plan of Merger were unanimously approved and adopted by the shareholders of the Surviving Company by unanimous written consent on the 21st day of December 2009, in accordance with applicable Florida law.

Fifteenth: The merger shall become effective as of the date these Articles of Merger are filed with the State of Florida (the "Effective Date").

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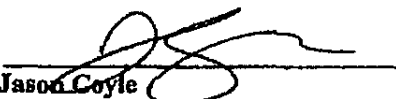
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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger this 21st day of December, 2009.

MERGING COMPANY:

FAT SQUIRREL MARKETING, INC.,
a New York Corporation

By: 
Jason Coyle

Title: President

SURVIVING COMPANY:

FAT SQUIRREL MARKETING, INC.,
a Florida Corporation

By: 
Jason Coyle

Title: President

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EXHIBIT "A"

(Plan of Merger)

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PLAN OF MERGER
for the merger of
FAT SQUIRREL MARKETING, INC.
(A New York Corporation)
with and into
FAT SQUIRREL MARKETING, INC.
(A Florida Corporation)

This is a Plan of Merger (the "Plan") between **FAT SQUIRREL MARKETING, INC.**, a New York Corporation (authorized to transact business in Florida) (the "Merging Company"), and **FAT SQUIRREL MARKETING, INC.**, a Florida Corporation (the "Surviving Company").

ARTICLE I
PLAN OF MERGER

1.1 **Merging Company.** The name, address and jurisdiction of organization and governing law of the Merging Company are:

NAME AND ADDRESS

**JURISDICTION AND
GOVERNING LAW**

FAT SQUIRREL MARKETING, INC.
8128 Papaya St
Port Richey, FL, 34668

New York

1.2 **Surviving Company.** The name, address and jurisdiction of organization and governing law of the Surviving Company are:

NAME AND ADDRESS

**JURISDICTION AND
GOVERNING LAW**

FAT SQUIRREL MARKETING, INC.
8128 Papaya Street
Port Richey, FL 34668

Florida

1.3 **Capital Stock.**

(a) The Merging Company's authorized capital solely consists of 200 shares of common stock of which 100 shares are issued and outstanding.

(b) The Surviving Company's authorized capital solely consists of 1,000 shares of common stock of which 100 shares are issued and outstanding.

1.4 **Plan Adopted.** The plan of merger, which was approved by the shareholders of the Merging Company and the Surviving Company, is adopted as follows:

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(a) The Merging Company shall be merged with and into the Surviving Company to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Company shall be FAT SQUIRREL MARKETING, INC., a Florida Corporation.

(c) The authorized, issued and outstanding shares of stock of the Merging Company shall be converted into the right to receive shares of stock of the Surviving Corporation.

(d) When this plan shall become effective, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Company and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(e) The Surviving Company will carry on business with the assets of the Merging Company.

1.5 **Effective Date.** The effective date of the merger shall be as of the date the Articles of Merger are filed with the State of New York and the State of Florida.

1.6 **Purpose.** The purpose of this Plan of Merger is to relocate the place of organization of Fat Squirrel Marketing, Inc. from New York to Florida as part of a tax-free "F" Reorganization, in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

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MERGING COMPANY:

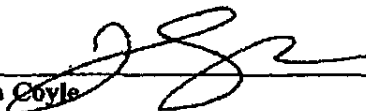
FAT SQUIRREL MARKETING, INC.,
a New York Corporation

By: 
Jason Coyle

Title: President

SURVIVING COMPANY:

FAT SQUIRREL MARKETING, INC.,
a Florida Corporation

By: 
Jason Coyle

Title: President