

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8500
Fax Number : (813) 229-0134
Wheeler

Please note:

- a) Name change on page 3.
b) Corporation merging out
is currently qualified in
Florida doc# F99000006424

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

Email Address: Joe.Buckheit@mediabrain.com

MERGER OR SHARE EXCHANGE

Mediabrain Merger Corp

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

RECEIVED

10 DEC 29 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDASECRETARY OF STATE
TALLAHASSEE, FLORIDA

20 DEC 29 PM 3:43

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**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.

First: The name and jurisdiction of the surviving corporation:

<u>Name of Entity</u>	<u>Jurisdiction</u>
MediaBrains Merger Corp.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name of Entity</u>	<u>Jurisdiction</u>
MediaBrains Inc.	Delaware

Third: The Plan of Merger is attached hereto as Exhibit A.

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

Fifth: The Plan of Merger was adopted by the board of directors and the shareholders of the surviving corporation on December 28, 2010.

Sixth: The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on December 28, 2010.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger to be effective as of December 28, 2010.

MEDIABRAINS MERGER CORP.,
a Florida corporation

By: _____

Joseph Buckheit, President

MEDIABRAINS INC.,
a Delaware corporation

By: _____

Joseph Buckheit, CEO

PLAN OF MERGER**MEDIABRAINS INC.,
a Delaware corporation****with and into****MEDIABRAINS MERGER CORP.,
a Florida corporation****EXHIBIT**
DEC 29 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FILED**

MediaBrains Merger Corp., a Florida corporation and MediaBrains Inc., a Delaware corporation, hereby adopt the following Plan of Merger, dated as of December 28, 2010, pursuant to Section 607.1101 of the Florida Business Corporation Act.

First: The name of the surviving corporation is MediaBrains Merger Corp., a Florida corporation (the "Surviving Corporation").

Second: The name of the merging corporation is MediaBrains Inc., a Delaware corporation (the "Merging Corporation").

Third: The terms and conditions of the Merger are as follows:

The Merger shall become effective on the later of (i) the date the Articles of Merger are filed with the Florida Department of State, and (ii) the date the Certificate of Ownership and Merger is filed with the Delaware Secretary of State (the "Effective Time").

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation.

Fourth: The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, by virtue of the Merger and without any further action on the part of the Merging Corporation or the Surviving Corporation:

(i) each issued and outstanding share of the capital stock of the Surviving Corporation existing immediately prior to the Merger shall be surrendered and canceled without any conversion thereof and no payment or distribution shall be made with respect thereto; and

(ii) each issued and outstanding share of the capital stock of the Merging Corporation existing immediately prior to the Merger, shall cease to be outstanding,

without any payment being made in respect thereof, and shall be converted into the pro rata share of one hundred (100) shares of common stock of the Surviving Corporation, having a par value of \$0.01 per share.

Fifth: The Articles of Incorporation of the Surviving Corporation shall be amended at the Effective Time as follows:

ARTICLE I. NAME

The name of the corporation is MediaBrains Inc.

Sixth: The bylaws of the Surviving Corporation, as in effect at the Effective Time of the Merger, shall continue in full force and effect until changed, altered, or amended as therein provided.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be duly executed and delivered as of the date first above written.

MEDIABRAINS MERGER CORP.,
a Florida corporation

By: _____

Joseph Buckheit, President

MEDIABRAINS INC.,
a Delaware corporation

By: _____

Joseph Buckheit, Chief Executive Officer