Fax Sekver

12/29/2010 1:35:36 PM PAGE

1/004

Fax Server

vision of Corporations

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000277609 3)))



H100002776093ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

a) Name change on page 3. Division of Corporations

Fax Number : (850)617-6380

b) Corporation menging out is currently qualified in Florida doc# F9900006424

Please note:

From:

Account Name : HOLLAND & KNIGHT

Account Number : 072100000016 Phone : (813)227-8500

Fax Number

Wheeler

: (813)229-0134

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

Joe. Buckheite media brains. com

MERGER OR SHARE EXCHANGE Mediahrains Merger Corn

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

Corporate Filing Menu Electronic Filing Menu

Help

12/29/2010

https://efile.sunbiz.org/scripts/efilcovr.exe

84448-2

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 sprviving corporation:

	Name of Entity	Jurisdiction
	MediaBrains Merger Corp.	Florida
Second: Tl	e name and jurisdiction of the merging corpor	ration:
	Name of Entity	Jarisdiction
	MediaBrains Inc.	Delaware
		Delawa

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 Bückheit, President

MEDIABRAINS INC., a Delaware corporation

By:

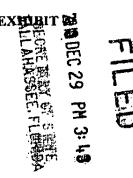
Joseph Buckheit, CEO

PLAN OF MERGER

MEDIABRAINS INC., a Delaware corporation

with and into

MEDIABRAINS MERGER CORP., a Florida corporation



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 prorata 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

Joseph Buckheit, President

MEDIABRAINS INC., a Delaware corporation

Joseph Bucklight Chief Executive O.