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2011 OCT 13 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mayer
10/14/11



Charles A. Rizzi, Jr.
856.914.2047
crizzi@capehart.com

October 12, 2011

VIA UPS OVERNIGHT MAIL

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Technology Sales Resource Interactive, Inc.
Our File No. 8466-11212

Dear Sir/Madam:

Enclosed please find an original and one copy of a Articles of Merger of Technology Sales Resource Interactive, Inc., a New Jersey corporation, into Technology Sales Resource Interactive, Inc., a Florida corporation, along with Plan of Merger, Resolutions Approving Merger and Stockholder Approvals of Plan of Merger. I have also enclosed my firm's check in the amount of \$70 for the filing fees.

Please file original merger documents and return a filed copy to me in the enclosed envelope. If you have any questions, please give me a call.

Very truly yours,

CAPEHART & SCATCHARD, P.A.

A handwritten signature in black ink, appearing to read 'Charles A. Rizzi, Jr.', written in a cursive style.

Charles A. Rizzi, Jr.

CAR:cal
enclosures
cc: Jeffrey Hollowniczky

ARTICLES OF MERGER

OF

TECHNOLOGY SALES RESOURCE INTERACTIVE, INC., a New Jersey corporation

INTO

TECHNOLOGY SALES RESOURCE INTERACTIVE, INC., a Florida corporation

To: Department of State
Division of Corporations
State of Florida

Pursuant to Sections 607.1101, 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations file these Articles of Merger:

A. **The Names** of the corporations which are party to this merger are:

TECHNOLOGY SALES RESOURCE INTERACTIVE, INC., a New Jersey corporation (merging corporation)

TECHNOLOGY SALES RESOURCE INTERACTIVE, INC., a Florida corporation (surviving corporation)

B. **Plan of Merger**: The Plan of Merger, as executed by each corporation, is attached hereto and made a part hereof.

C. **Dates of Approval**: The dates of adoption of the Plan of Merger by the directors and shareholders of each corporation were:

<u>Corporation</u>	<u>Date</u>
Technology Sales Resource Interactive, Inc., a New Jersey corporation	August 8, 2011
Technology Sales Resource Interactive, Inc., a Florida corporation	August 8, 2011

D. **Shares Entitled to Vote**: The shares entitled to vote on this merger are:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Shares Entitled to Vote</u>
Technology Sales Resource Interactive, Inc., a New Jersey corporation	Common	100,000
Technology Sales Resource Interactive,	Common	1,000

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Inc., a Florida corporation

E. **Shares Voted:** The number of shares voted for or against the Plan of Merger was:

<u>Corporation</u>	<u>Class of Stock</u>	<u>For</u>	<u>Against</u>
Technology Sales Resource Interactive, Inc., a New Jersey corporation	Common	100,000	0
Technology Sales Resource Interactive, Inc., a Florida corporation	Common	1,000	0

F. **Effective Date:** For purposes of the Florida Business Corporations Act, the effective date of the merger shall be the first day of the month next following the month in which these Articles of Merger are filed with the Florida Department of State, Division of Corporations.


EXECUTED: August 8, 2011

ATTEST:

TECHNOLOGY SALES RESOURCE
INTERACTIVE, INC., a New Jersey
corporation


Richard K. Meares, Secretary


By:


I. Keith Mintzer, President

TECHNOLOGY SALES RESOURCE
INTERACTIVE, INC., a Florida
corporation


Richard K. Meares, Secretary

By:


I. Keith Mintzer, President

PLAN OF MERGER
OF
TECHNOLOGY SALES RESOURCE INTERACTIVE, INC., a New Jersey corporation
INTO

TECHNOLOGY SALES RESOURCE INTERACTIVE, INC., a Florida corporation

The undersigned corporations, pursuant to N.J.S.A. 14A:10-1 and N.J.S.A. 14A:10-4.1, hereby adopt the following Plan of Merger:

1. **Names of the Corporations.** The Names of the corporations party to the merger are:

TECHNOLOGY SALES RESOURCE INTERACTIVE, INC., a New Jersey corporation (merging corporation)

TECHNOLOGY SALES RESOURCE INTERACTIVE, INC., a Florida corporation (surviving corporation)

2. **Terms and Conditions of Merger.** The terms and conditions of the proposed merger are:

a. **Certificate of Incorporation.** The Certificate of Incorporation of the surviving Florida corporation shall be the Certificate of Incorporation of the surviving corporation.

b. **Bylaws.** The Bylaws of the surviving Florida corporation shall continue in effect, and shall apply to the surviving Florida corporation, subject to the provisions therein and in the statutes of the State of Florida for their later amendment.

c. **Directors.** The directors of the surviving Florida corporation shall continue in office after the effective date of the merger, and shall thereafter serve until the next annual meeting of the stockholders of the surviving Florida corporation.

d. **Officers.** The officers of the surviving Florida corporation shall continue in office after the effective date of the merger, all of whom shall serve until the next annual meeting of the directors of said surviving Florida corporation or until their successors are elected.

e. **Employee Benefit Plans.** The surviving Florida corporation shall assume sponsorship of any and all employee benefit plans of the merging New Jersey corporation.

f. **Conversion and Exchange of Shares.** The manner and basis of exchanging and converting the shares of the merging New Jersey corporation and the surviving Florida corporation shall be as hereinafter set forth:

- i. On the Effective Date of the merger, the shares of the merging New Jersey corporation shall be cancelled and the issued and outstanding shares of the surviving Florida corporation shall be the only issued and outstanding shares of the shareholders.
- ii. After the Effective Date of the merger, each holder of an outstanding certificate or certificates thereto for representing the merging New Jersey corporation's shares shall surrender such certificate or certificates to the surviving Florida corporation for cancellation.

g. **Effect of Merger.** On the Effective Date of the merger, Technology Sales Resource Interactive, Inc., the merging New Jersey corporation, shall cease to exist as a separate corporate entity, and all of its property, rights, privileges, franchises, liabilities and obligations, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving Florida corporation, without further act or deed. All rights of creditors and all liens upon the property of the merging New Jersey corporation shall be preserved unimpaired. Confirmatory deeds and other documents may, at any time and from time to time, be made and delivered in the name of the merging New Jersey corporation by its last acting officers or by the corresponding officers of the surviving Florida corporation.

3. **Shareholder Approvals of Merger.**

a. Meetings of the shareholders of each of the merging New Jersey corporation and the surviving Florida corporation shall be called and held in accordance with the Business Corporation Act of the State of New Jersey and the Florida Business Corporation Act, respectively, to consider and vote upon the adoption and approval of this Plan.

b. If this Plan is approved and adopted as provided in subparagraph (a) hereof, in accordance with the requirements of the corporation laws of the State of New Jersey and the State of Florida, the officers of such corporations shall prepare Certificates of Merger which shall be executed and acknowledged by and on behalf of each corporation; and if the merger is not thereafter abandoned, such Certificates so adopted, approved, executed, and acknowledged shall be submitted for filing and recording in accordance with the Business Corporation Act of the State of New Jersey and the Florida Business Corporation Act.

4. **Effective Date.** The effective date of the merger shall be the first day of the month next following the dates of the filing of the Certificates of Merger. The date and time of such effectiveness is referred to herein as the "Effective Date".

5. **General Provisions.** If, at any time, the surviving Florida corporation shall deem or be advised that any further assignments, assurances in law, or other acts or instruments are necessary or desirable to vest or confirm in the surviving Florida corporation the title to any property or right of the merging New Jersey corporation, its proper officers and directors shall and will, at the expense and request of the surviving Florida corporation do all such acts and things as may be necessary or appropriate to vest or confirm title to such property or right in the surviving Florida corporation and otherwise carry out the purposes of this Plan of Merger.

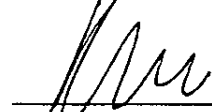
IN WITNESS WHEREOF, each of the undersigned corporations has caused these presents to be executed by its duly authorized officers on this 8th day of August, 2011.

ATTEST:

TECHNOLOGY SALES RESOURCE
INTERACTIVE, INC., a Florida
corporation


Richard K. Meares, Secretary

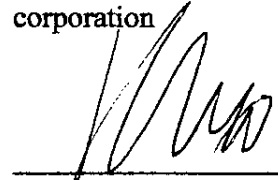
By:


I. Keith Mintzer, President

TECHNOLOGY SALES RESOURCE
INTERACTIVE, INC., a New Jersey
corporation


Richard K. Meares, Secretary

By:


I. Keith Mintzer, President

RESOLUTION APPROVING MERGER

The undersigned, being all of the directors of **Technology Sales Resource Interactive, Inc.**, a New Jersey corporation, intending to take formal action on behalf of the Corporation by unanimous written consent, do hereby adopt the following Resolution:

WHEREAS, the Corporation desires to merge with Technology Sales Resource Interactive, Inc., a Florida corporation, pursuant to the terms of the attached Plan of Merger; and

WHEREAS, this merger is deemed to be in the best interest of the Corporation;

NOW, THEREFORE, IT IS RESOLVED:


1. That the attached Plan of Merger of Technology Sales Resource Interactive, Inc., a New Jersey corporation, into Technology Sales Resource Interactive, Inc., a Florida corporation, is hereby approved.

2. That said Plan of Merger be presented to the stockholders of the Corporation for their approval.

3. That the President and the Secretary of the Corporation, are authorized to execute all documents needed to complete said merger.

ADOPTED: August 8, 2011


Richard K. Meares


I. Keith Mintzer

STOCKHOLDER APPROVAL

OF

PLAN OF MERGER

The undersigned, being all of the stockholders of Technology Sales Resource Interactive, Inc., a New Jersey corporation, do hereby:

1. Certify that the owners of all of the issued and outstanding shares of stock in the Corporation, are as follows:

Richard K. Meares

I. Keith Mintzer


2. Acknowledge actual receipt of the Plan of Merger of Technology Sales Resource Interactive, Inc., a New Jersey corporation, into Technology Sales Resource Interactive, Inc., a Florida corporation


3. Waive notice of meeting of shareholders as provided by N.J.S.A. 14A:10-3.

4. Waive any dissenter rights as provided by N.J.S.A. 14A:10-3 and N.J.S.A. 14A:11-1 et seq.

5. Approve the Plan of Merger of Technology Sales Resource Interactive, Inc., a New Jersey corporation into Technology Sales Resource Interactive, Inc., a Florida corporation

EXECUTED August 8, 2011


Richard K. Meares


I. Keith Mintzer

RESOLUTION APPROVING MERGER

The undersigned, being all of the directors of **Technology Sales Resource Interactive, Inc.**, a Florida corporation, intending to take formal action on behalf of the Corporation by unanimous written consent, do hereby adopt the following Resolution:

WHEREAS, the Corporation desires to merge with Technology Sales Resource Interactive, Inc., a New Jersey corporation, pursuant to the terms of the attached Plan of Merger; and


WHEREAS, this merger is deemed to be in the best interest of the Corporation;

NOW, THEREFORE, IT IS RESOLVED:

1. That the attached Plan of Merger of Technology Sales Resource Interactive, Inc., a New Jersey corporation, into Technology Sales Resource Interactive, Inc., a Florida corporation, is hereby approved.
2. That said Plan of Merger be presented to the stockholders of the Corporation for their approval.
3. That the President and the Secretary of the Corporation, are authorized to execute all documents needed to complete said merger.

ADOPTED: August 8, 2011


Richard K. Meares


I. Keith Mintzer

STOCKHOLDER APPROVAL

OF

PLAN OF MERGER

The undersigned, being all of the stockholders of Technology Sales Resource Interactive, Inc., a Florida corporation, do hereby:

1. Certify that the owners of all of the issued and outstanding shares of stock in the Corporation, are as follows:

Richard K. Meares

I. Keith Mintzer

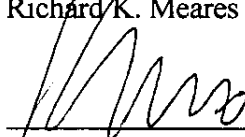
2. Acknowledge actual receipt of the Plan of Merger of Technology Sales Resource Interactive, Inc., a New Jersey corporation, into Technology Sales Resource Interactive, Inc., a Florida corporation

3. Waive notice of meeting of shareholders.

4. Waive any dissenter rights.

5. Approve the Plan of Merger of Technology Sales Resource Interactive, Inc., a New Jersey corporation, into Technology Sales Resource Interactive, Inc., a Florida corporation

EXECUTED August 8, 2011


Richard K. Meares
I. Keith Mintzer