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EFFECTIVE DATE  
Dec 31, 2013

M. H. G. L.  
@ 11/13/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 835165 4307993

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 4, 2013

ORDER TIME : 3:44 PM

ORDER NO. : 835165-015

CUSTOMER NO: 4307993

ARTICLES OF MERGER

DTW MARKETING RESEARCH GROUP,  
INC.

INTO

DTW RESEARCH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS:

10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** dtw Research, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Pamela Statile, President  
Contact Person

dtw Research, Inc.  
Firm/Company

4934 Sea Watch Drive  
Address

Fernandina Beach, Florida 32034  
City/State and Zip Code

statile@dtwresearch.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pamela Statile At ( 973 ) 584-2500  
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**  
Dec 31, 2013

**ARTICLES OF MERGER**

**OF**

**dtw MARKETING RESEARCH GROUP, INC.,**  
**a New Jersey corporation**

**WITH AND INTO**

**dtw RESEARCH, INC.,**  
**a Florida corporation**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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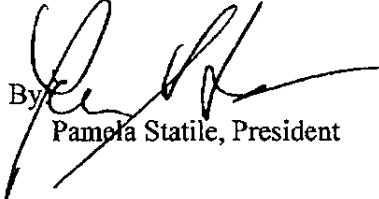
The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1107, Florida Statutes.

1. The name of the surviving corporation is dtw RESEARCH, INC., which is a corporation organized under the laws of the State of Florida.
2. The name of the merging corporation is dtw MARKETING RESEARCH GROUP, INC., which is a corporation organized under the laws of the State of New Jersey and qualified to do business in the State of Florida (Document No. F12000005060).
3. Attached hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger for merging dtw MARKETING RESEARCH GROUP, INC. with and into dtw RESEARCH, INC. (the "Agreement and Plan of Merger").
4. The effective date of the merger herein shall be 11:59 p.m. on December 31, 2013.
5. The Agreement and Plan of Merger was adopted by the shareholders of dtw RESEARCH, INC. on October 2, 2013.
6. The Agreement and Plan of Merger was adopted by the shareholders of dtw MARKETING RESEARCH GROUP, INC. on October 2, 2013.
7. The merger of dtw MARKETING RESEARCH GROUP, INC. with and into dtw RESEARCH, INC. is permitted by the laws of the State of New Jersey, and dtw MARKETING RESEARCH GROUP, INC. is complying with the laws of the State of New Jersey in effectuating the merger.

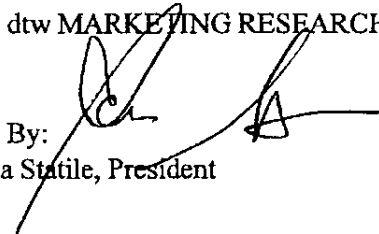
[Signature page follows]

Executed on October 2, 2013.

dtw RESEARCH, INC.

By:   
Pamela Statile, President

dtw MARKETING RESEARCH GROUP, INC.

By:   
Pamela Statile, President

**Exhibit A**

(Agreement and Plan of Merger)

**AGREEMENT AND PLAN OF MERGER**  
**BETWEEN**  
**dtw MARKETING RESEARCH GROUP, INC.**  
**(a New Jersey corporation)**  
**AND**  
**dtw RESEARCH, INC.**  
**(a Florida corporation)**

This Agreement and Plan of Merger (this "Agreement") is made and entered into on the 2<sup>nd</sup> day of October, 2013, by and between dtw MARKETING RESEARCH GROUP, INC., a New Jersey corporation ("dtw Marketing"), and dtw RESEARCH, INC., a Florida corporation ("dtw Research").

**WITNESSETH:**

**WHEREAS**, dtw Marketing is a corporation organized and existing under the laws of the State of New Jersey and was incorporated upon the filing of its Certificate of Incorporation in the office of the Secretary of State of the State of New Jersey on June 17, 1983, as amended by that certain Amended and Restated Certificate of Incorporation filed in the office of the Department of Treasury of the State of New Jersey on October 22, 2010;

**WHEREAS**, dtw Research is a corporation organized and existing under the laws of the State of Florida and was incorporated upon the filing of its Articles of Incorporation in the Office of the Secretary of State of the State of Florida on June 20, 2013;

**WHEREAS**, the Board of Directors of each of dtw Marketing and dtw Research deems it advisable and in their best interests that dtw Marketing be merged with and into dtw Research, with dtw Research to be the surviving corporation after the merger, on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the laws of the State of New Jersey and the State of Florida, respectively, which permit such merger.

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, dtw Marketing and dtw Research, by their respective Boards of Directors, and having obtained the requisite consent of their respective shareholders, have agreed and do hereby agree, each with the other as follows:

1. The constituent parties to the merger, dtw Marketing and dtw Research, shall, at the Effective Time of the Merger (as defined below) and in accordance with the terms of this Agreement, the New Jersey Business Corporation Act and the Florida Business Corporation Act, be merged into a single corporation, by merging dtw Marketing into dtw Research (the "Merger").

2. Upon the Effective Time of the Merger, the separate corporate existence of dtw Marketing shall thereupon cease and dtw Research shall be the surviving corporation after the Merger and shall succeed to and assume all the rights and obligations of dtw Marketing in

accordance with the New Jersey Business Corporation Act and the Florida Business Corporation Act (dtw Research, in its capacity as the surviving corporation, shall be hereinafter referred to as the "Surviving Corporation").

3. The outstanding shares of the capital stock of dtw Marketing consists of one hundred (100) shares of Class A Voting Common Stock, without par value ("dtw Marketing Class A Voting Stock"), and nine hundred (900) shares of Class B Non-Voting Common Stock, without par value ("dtw Marketing Class B Non-Voting Stock" and, together with the dtw Marketing Class A Voting Stock, the "dtw Marketing Stock"). The holders of all of the outstanding shares of dtw Marketing Stock have consented to the Merger by unanimous written consent.

4. The outstanding shares of the capital stock of dtw Research consists of one hundred (100) shares of Class A Voting Common Stock, without par value ("dtw Research Class A Voting Stock"), and nine hundred (900) shares of Class B Non-Voting Common Stock, without par value ("dtw Research Class B Non-Voting Stock" and, together with the dtw Research Class A Voting Stock, the "dtw Research Stock"). The holders of all of the outstanding shares of dtw Research Stock have consented to the Merger by unanimous written consent.

5. Each share of dtw Research Class A Voting Stock issued and outstanding at the Effective Time of the Merger, shall, by virtue of the Merger, remain unchanged and shall continue to represent one share of dtw Research Class A Voting Stock of the Surviving Corporation. Each share of dtw Research Class B Non-Voting Stock issued and outstanding at the Effective Time of the Merger, shall, by virtue of the Merger, remain unchanged and shall continue to represent one share of dtw Research Class B Non-Voting Stock of the Surviving Corporation.

6. Each share of dtw Marketing Stock issued and outstanding at the Effective Time of the Merger shall, by virtue of the Merger, be cancelled.

7. From and after the Effective Time of the Merger, the Articles of Incorporation of dtw Research in effect at the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the Florida Business Corporation Act.

8. From and after the Effective Time of the Merger, the Bylaws of dtw Research in effect at the Effective Time of the Merger shall be the Bylaws of the Surviving Corporation, and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

9. From and after the Effective Time of the Merger, the directors and officers of dtw Research immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation, each of such directors and officers to hold office, subject to the applicable provisions of the By-Laws of the Surviving Corporation, until the election and



qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

10. From and after the Effective Time of the Merger, the Surviving Corporation shall, by operation of law, succeed to and assume all of the assets and liabilities of dtw Marketing.

11. dtw Marketing and dtw Research agree to cause (i) a Certificate of Merger reflecting the terms hereof (the "Certificate of Merger"), together with all other documents and instruments required or necessary to effect the Merger, to be filed with the office of the Department of Treasury of the State of New Jersey in accordance with the New Jersey Business Corporation Act immediately following the execution and delivery of this Agreement by dtw Marketing and dtw Research, and (ii) Articles of Merger reflecting the terms hereof (the "Articles of Merger"), together with this Agreement and all other documents and instruments required or necessary to effect the Merger, to be filed with the office of the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act immediately following the execution and delivery of this Agreement by dtw Marketing and dtw Research.

12. The merger of dtw Marketing and dtw Research shall become effective at 11:59 p.m. on December 31, 2013, subject to the filing of (i) the Certificate of Merger with the office of the Department of Treasury of the State of New Jersey in accordance with the New Jersey Business Corporation Act, and (ii) the Articles of Merger with the office of the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act (the "Effective Time of the Merger").

13. This Agreement may be executed in two counterparts, each of which shall be deemed to be an original, and both of which together will constitute one and the same instrument.

[Signature page follows]

**IN WITNESS WHEREOF**, each of dtw Marketing and dtw Research, pursuant to the approval and authority duly given by such corporation's Board of Directors and shareholders, pursuant to a Joint Unanimous Written Consent and Action in Lieu of a Meeting of the Board of Directors and Shareholders of each such corporation, have caused this Agreement and Plan of Merger to be executed by the authorized officers of each such corporation.

dtw MARKETING RESEARCH GROUP, INC.  
(a New Jersey corporation)

By: 

Pamela Statile, President

dtw RESEARCH, INC.  
(a Florida corporation)

By: 

Pamela Statile, President

**JOINT UNANIMOUS WRITTEN CONSENT AND ACTION**

**IN LIEU OF A MEETING**

**OF**

**THE BOARD OF DIRECTORS AND SHAREHOLDERS**

**OF**

**dtw RESEARCH, INC.  
(a Florida corporation)**

The undersigned, constituting all of the members of the Board of Directors (the "Board") and all of the shareholders (the "Shareholders"), respectively, of dtw Research, Inc., a Florida corporation (the "Corporation"), do hereby consent to, adopt, approve and authorize by this Joint Unanimous Written Consent and Action in Lieu of a Meeting the following actions and consent to, approve and adopt the following resolutions, without a meeting, in accordance with and pursuant to Section 607.0821 and Section 607.0704, respectively, of the Florida Business Corporation Act, with the same effect as if such actions were taken pursuant to resolutions presented to, and unanimously adopted by, all of the members of the Board and all of the Shareholders of the Corporation and hereby direct that this Joint Unanimous Written Consent be filed with the minutes of the Corporation.

WHEREAS, the Board has determined it to be in the best interests of the Corporation and the Shareholders for the Corporation to merge with dtw Marketing Research Group, Inc., a New Jersey corporation ("dtw Marketing"), and for the Corporation to continue as the surviving corporation upon such merger.

NOW, THEREFORE, it is hereby:

RESOLVED, that the merger of dtw Marketing with and into the Corporation (the "Merger"), in accordance with the terms and conditions set forth in the form of Agreement and Plan of Merger attached hereto as Exhibit A (the "Merger Agreement") be, and the same hereby is, authorized and approved; and be it further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized, empowered and directed, by, for, on behalf and in the name of the Corporation to enter into the Merger Agreement on behalf of the Corporation; and be it further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized, empowered and directed by, for, on behalf and in the name of the Corporation to do, or cause to be done, all acts and things, to make all payments, and to execute, deliver and cause to be filed all such agreements, documents, assignments, instruments of transfer and certificates, including but not limited to, Articles of Merger, a Certificate of Merger and a Tax Clearance Certificate, as may be necessary, or in the opinion of the officers acting on behalf of the Corporation, appropriate, to effectuate the Merger, such agreements, documents, assignments,

instruments of transfer and certificates to be in such form and to contain such terms and conditions as the officer executing the same on behalf of the Corporation may deem necessary or appropriate, the execution thereof by such officer to be conclusive evidence that the same were authorized hereby; and be it further

RESOLVED, that all actions heretofore taken by any of the directors, officers, representatives or agents of the Corporation in connection with the Merger and any other transactions contemplated by the Merger Agreement or otherwise referred to in the foregoing resolutions be, and each of the same hereby is, ratified, confirmed and approved in all respects as the act and deed of the Corporation; and be it further

RESOLVED, that an executed copy of this Joint Unanimous Written Consent and Action in Lieu of a Meeting be delivered to the Corporation at its principal office within sixty (60) days of the date hereof and filed in the minute book of the Corporation; and be it further

RESOLVED, that the officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation, to pay all such fees and expenses as such officer or officers deem necessary, proper or advisable in order to carry out the intent and effectuate the purpose of each of the foregoing resolutions; and be it further

RESOLVED, that this Joint Unanimous Written Consent and Action in Lieu of a Meeting may be executed in counterparts, each of which shall be deemed to be an original, and all of which together will constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Joint Unanimous Written Consent and Action in Lieu of a Meeting of the Board of Directors and Shareholders as of the 2<sup>nd</sup> day of October, 2013.

**DIRECTORS:**

  
\_\_\_\_\_  
RICHARD WETZEL

  
\_\_\_\_\_  
PAMELA STATILE

**CLASS A SHAREHOLDERS:**

  
\_\_\_\_\_  
RICHARD WETZEL

  
\_\_\_\_\_  
PAMELA STATILE

**CLASS B SHAREHOLDERS:**

  
\_\_\_\_\_  
RICHARD WETZEL

  
\_\_\_\_\_  
PAMELA STATILE

PAMELA STATILE GRANTOR  
RETAINED ANNUITY TRUST

By:   
\_\_\_\_\_  
Pamela Statile, Trustee

By:   
\_\_\_\_\_  
Richard Wetzel, Trustee

**Exhibit A**  
**(Merger Agreement)**