

P13406

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MERGER OR SHARE EXCHANGE
SIMMONS MARKET RESEARCH BUREAU, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SYMMETRICAL RESOURCES CORPORATION, a Florida corporation,
document number V73750

INTO

SIMMONS MARKET RESEARCH BUREAU, INC., a Delaware entity, P13406

File date: August 23, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 22, 2002

SIMMONS MARKET RESEARCH BUREAU, INC.
700 W HILLSBORO BLVD
BLDG 4 STE 201
DEERFIELD BEACH, FL 33441US

SUBJECT: SIMMONS MARKET RESEARCH BUREAU, INC.
REF: P13406

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 current name of the entity is as referenced above. Please correct your document accordingly.

THE CORPORATE NAME IS MISSING THE PERIOD AFTER THE WORD "INC" IN THE FIRST PARAGRAPH, FIFTH LINE OF THE FIRST PAGE OF THE AGREEMENT AND PLAN OF MERGER. PLEASE, ALSO COMPLETE THE DATE SHOWN ON LINE TWO OF THIS PARAGRAPH.

FOR EACH CORPORATION, THE DOCUMENT MUST CONTAIN THE DATE OF ADOPTION OF THE PLAN OF MERGER.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX And. #: H02000184608
Letter Number: 502A00049407

ARTICLES OF MERGER

These Articles of Merger are submitted in accordance with Sections 607.1105, Florida statutes (2002).

FIRST:

The exact name, street address of its principal office, jurisdiction and entity type for each merging party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Symmetrical Resources Corporation 700 W. Hillsboro Blvd. Deerfield Beach, Florida 33441 Florida Document No. V73750 FEIN: 650365828	Florida	Corporation

SECOND:

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Simmons Market Research Bureau, Inc. 700 W. Hillsboro Blvd. Deerfield Beach, Florida 33441 Florida Document No. P13406 FEIN: 132948721	Delaware	Corporation

THIRD:

Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan of Merger") between Symmetrical Resources Corporation, a Florida corporation (the "Merged Corporation"), and Simmons Market Research Bureau, Inc., a Delaware corporation (the "Survivor").

FOURTH:

The Plan of Merger was adopted and approved unanimously by all of the directors and shareholders of the Merged Corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes (Florida Business Corporation Act) on August 19, 2002 and by all of the directors and shareholders of the Survivor in accordance with the applicable provisions of Title 8, Section 252(c) of the Delaware General Corporation Law on August 19, 2002.

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FIFTH:

The merger that is the subject hereof is permitted under the laws of the State of Florida and the laws of the State of Delaware.

SIXTH:

The effective date of the merger shall be concurrent with the date of the filing of these Articles of Merger

SEVENTH:


These Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger as of August 19, 2002

SYMMETRICAL RESOURCES CORPORATION
A Florida corporation


By: William P. Hall
Its: President

SIMMONS MARKET RESEARCH BUREAU, INC.
A Delaware corporation



By: William E. Engel
Its: Secretary

EXHIBIT AAGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") entered into as of the 19th day of August, 2002, is made pursuant to the Delaware General Corporation Law ("DGCL") and the Florida Business Corporation Act ("FBCA"), as a plan of reorganization under Section 368 of the Internal Revenue Code, by and among Symmetrical Resources Corporation, a Florida corporation ("SRC") and Simmons Market Research Bureau, Inc., a Delaware corporation ("Simmons") (SRC and Simmons are sometimes individually referred to herein as a "Constituent Corporation" and collectively as the "Constituent Corporations").

WHEREAS, the respective boards of directors and the sole shareholder of each of the Constituent Corporations deem it advisable to merge SRC into Simmons under Section 252 of the DGCL and Section 607 1101 *et seq.* of the FBCA, with Simmons being the surviving corporation of such merger;

WHEREAS, SRC is authorized to issue 100,000 shares of common capital stock without par value and of one class ("SRC Common Stock"), of which 100 shares are issued and outstanding and all such issued and outstanding shares are currently owned by Symmetrical Holdings, Inc. ("Parent");

WHEREAS, Simmons is authorized to issue 1,000 shares of Class A stock with a par value of \$1.00 per share ("Simmons Class A Stock") and 1,000 shares of Class B stock with a par value of \$1.00 per share ("Simmons Class B Stock") of which 1 share of Simmons Class A Stock and 1 share of Simmons Class B Stock are issued and outstanding and all such issued and outstanding shares are currently owned by Parent; and

WHEREAS, Simmons's registered agent in the State of Delaware is United Corporate Services, Inc., located at 410 South State Street, City of Dover, County of Kent, State of Delaware.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual agreements and provisions hereinafter contained, hereby AGREE to the terms and conditions of said merger and mode of carrying the merger into effect as follows

ARTICLE I
MERGER AND SURVIVING CORPORATION

At the Effective Time (as defined in Article V) of the Merger:

1. In accordance with the applicable provisions of the DGCL and the FBCA, SRC shall be merged with and into Simmons, which shall be the surviving corporation (the "Merger"), and Simmons shall continue to be governed by the laws of the State of Delaware;

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2. The separate existence of SRC shall cease, and Simmons shall continue to have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the DGCL; and

3. Simmons shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as a private nature, of SRC, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property rights, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in Simmons; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Simmons as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the DGCL, the FBCA, or the Merger.

ARTICLE II ARTICLES, BY-LAWS, DIRECTORS AND OFFICERS

At the Effective Time of the Merger:

1. The Articles of Incorporation and By-laws of Simmons as existing immediately prior to the Effective Time of the Merger shall continue to be and constitute the Articles of Incorporation and By-laws, respectively, of the surviving corporation; and

2. The directors and officers of Simmons immediately prior to the Effective Time of the Merger shall be the directors and officers, respectively, of the surviving corporation and shall hold office until their successors have been duly elected and qualified.

ARTICLE III MANNER AND BASIS OF CONVERTING SHARES

The mode of carrying into effect the Merger provided for in this Agreement and the manner and basis of converting shares of the Constituent Corporations are as follows:

1. At the Effective Time of the Merger, since all of the issued and outstanding shares of capital stock of SRC is presently owned by the Parent of Simmons, no additional stock need be issued by Simmons to reflect the ownership interest of the shareholders of SRC after the Effective Time. Each share of SRC Stock issued and either (a) held by Parent, or (b) held in treasury, immediately prior to the Effective Time of the Merger, shall, at the Effective Time of the Merger, be retired and canceled; and

2. At the Effective Time of the Merger, the stated capital and paid in surplus of Simmons shall be equal to the sum of the stated capital and paid in surplus of each of the Constituent Corporations prior thereto.

**ARTICLE IV
EFFECTIVE TIME OF MERGER**

The "Effective Time" of the Merger shall be upon the filing of the Articles of Merger with the state.

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