

P13406

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

SIMMONS MARKET RESEARCH BUREAU, INC.

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April 3, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations
SIMMONS MARKET RESEARCH BUREAU, INC.
475 ANTON BLVD
COSTA MESA, CA 92626US

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

RESUBMIT

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

On your Plan of Merger page, you are showing the merging corporation as teh parent corporation and the survivor as the subsidiary. If this is correct please confirm in writing and if this is incorrect, please correct and resend for filing.

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) 245-6903.

Cheryl Coulliette
Document Specialist

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P.O BOX 6327 - Tallahassee, Florida 32314



CORPORATION SERVICE COMPANY

CSC - TALLAHASSEE
1201 Hays Street
Tallahassee FL 32301
850 558 1500

M E M O R A N D U M

DATE : April 3, 2006

TO : Ms. Cheryl Coulliette

LAW FIRM/COMPANY : FLORIDA DEPARTMENT OF STATE

FROM : Kelly Courtney

RE : Simmons Market Research Bureau, Inc.

Per our conversation, this is to confirm that our client is merging the parent company (Symmetrical Resources Corp.) into it's subsidiary company (Simmons Market Research Bureau, Inc.).

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleSymmetrical Resources Corp.Mark Pepper, TreasurerSimmons Market Research Bureau, Inc.Mark Pepper, Treasurer

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the jurisdiction of the jurisdiction of incorporation of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Symmetrical Resources Corp.	Florida

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Simmons Market Research Bureau, Inc.	Delaware

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The holders of the outstanding issued shares of Symmetrical Resources Corp. immediately prior to the effective time and date of the merger shall receive an equivalent number of shares of the stock of Simmons Market Research Bureau, Inc. ("Simmons"); all outstanding issued shares of the stock of Simmons which are issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

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AGREEMENT AND PLAN OF MERGER OF**SYMMETRICAL RESOURCES CORP.****a Florida corporation****with and into****SIMMONS MARKET RESEARCH BUREAU, INC.****a Delaware corporation**

THIS AGREEMENT AND PLAN OF MERGER is entered into as of this 30th day of March, 2006 by and among Symmetrical Resources Corp., a Florida corporation ("Symmetrical Resources"), and Simmons Market Research Bureau, Inc., a Delaware corporation ("Simmons").

Symmetrical Resources owns 100% of the issued and outstanding stock of Simmons.

The parties desire to merge Symmetrical Resources with and into Simmons, with Simmons being the surviving entity of such merger (the "Merger").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

Upon the terms and subject to the conditions hereof, and in accordance with the provisions of the Florida Business Corporation Act (the "FL Act"); and the Delaware General Corporation Law (the "DE Act"), Symmetrical Resources shall be merged with and into Simmons, with Simmons being the surviving entity of such merger (as defined above, the "Merger") on the Closing Date as defined herein. Following the Merger, the separate existence of Symmetrical Resources shall terminate, and Simmons shall continue as the surviving corporation in the Merger.

1. The Merger shall have the effects set forth in the FL Act and the DE Act. From and after the Closing Date, Simmons shall be the surviving corporation ("Merger Survivor").

2. At the Closing Date and without any further action on the part of Symmetrical Resources or Simmons, the Certificate of Incorporation of Simmons shall be the Certificate of Incorporation of Merger Survivor.

3. At the Closing Date and without any further action on the part of Symmetrical Resources or Simmons, the Bylaws of Simmons shall be the Bylaws of Merger Survivor.

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4. Symmetrical Resources and Simmons will cause a Articles of Merger to be filed with the Florida Secretary of State in the form attached hereto as Exhibit A, and such other documents as are required by the FL Act to be duly filed with the Secretary of State of the State of Florida. Symmetrical Resources and Simmons will cause a Certificate of Merger, in the form attached hereto as Exhibit B, and such other documents required by the DE Act to be duly filed with the Secretary of State of the State of Delaware on the Closing Date. The Merger shall become effective upon the filing of the Articles of Merger and the Certificate of Merger and such other documents as are required by the FL Act and the DE Act to be filed, which shall be filed on a date selected by any officer of Simmons, but no later than March 31, 2006 (the "Closing Date"). Symmetrical Resources and Simmons shall also cause appropriate filings to be made related to the Merger in each jurisdiction in which Symmetrical Resources or Simmons is qualified or licensed to do business as a foreign corporation in accordance with the laws of such jurisdictions.

5. As of the Closing Date, by virtue of the Merger and without any further action on the part of the holders of the stock interests of Symmetrical Resources or Simmons:

(i) each of the issued and outstanding shares of Symmetrical Resources shall be cancelled; and

(ii) each of the issued and outstanding shares of Simmons shall be converted into one share of the common stock of Experian Marketing Solutions, Inc., a Delaware corporation and the owner of all of the issued and outstanding stock of Symmetrical Resources.

6. The street address of Merger Survivor's principal place of business is:

475 Anton Blvd., D-4, Costa Mesa, CA 92626


7. This Agreement and Plan of Merger may be terminated at any time prior to the Merger becoming effective by any party hereto.

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IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first above written.

SYMMETRICAL RESOURCES CORP.

By: 
Its: Treasurer

SIMMONS MARKET RESEARCH BUREAU, INC.

By: 
Its: Treasurer

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