

P17395

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : ADVANCED INCORPORATING SERVICE, INC.
Account Number : I20080000093
Phone : (850)222-2677
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EFFECTIVE DATE
Dec 31, 2010

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

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Technicolor USA, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$70.00

Mergers
10/15/2010

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EFFECTIVE DATE
12-31-2010

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 surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Technicolor USA, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

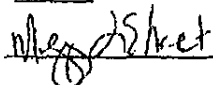
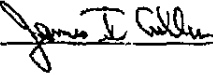
<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
TCE Direct Marketing Company, Inc.	Florida	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on 12/31/2010 at 11:59 PM (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 17, 2010 and shareholder approval was not required.

Sixth: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Technicolor USA, Inc.		Meggan L. Ehret, Secretary
TCE Direct Marketing Company, Inc.		James Cullen, 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 laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
Technicolor USA, Inc.	Delaware

The name and jurisdiction of each subsidiary corporation:

Name	Jurisdiction
TCE Direct Marketing Company, Inc.	Florida

The matter 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:

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:

N/A

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: Merger is effective December 31, 2010 at 11:59 PM.

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