

P93000047972

UCC SERVICES

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Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : UCC FILING & SEARCH SERVICES, INC.
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Interactive Response Technologies, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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PAGE 001/001 Florida Dept of State



December 20, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

INTERACTIVE RESPONSE TECHNOLOGIES, INC.
4400 N. STATE RD 7
FORT LAUDERDALE, FL 33319US

SUBJECT: INTERACTIVE RESPONSE TECHNOLOGIES, INC.
REF: P93000047972

RESUBMISSION
PLEASE HONOR ORIGINAL
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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.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H07000302898
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ARTICLES OF MERGER
(Profit Corporations)

2007 DEC 20 PM 1:47

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Interactive Response Technologies, Inc.	Florida	P93000047972

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Interactive Response of Texas, Inc.	Texas	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (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: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

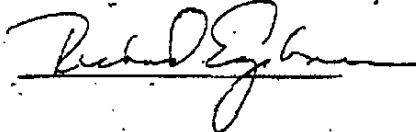
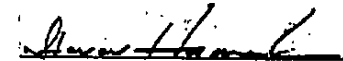
The Plan of Merger was adopted by the board of directors of the surviving corporation on December 14, 2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 14, 2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleInteractive Response
Technologies, Inc.Richard Eychner, PresidentInteractive Response of
Texas, Inc.Steven Hamaker, President

PLAN OF MERGER

THIS PLAN OF MERGER was approved on December 14, 2007 by Interactive Response of Texas, Inc., a corporation of the State of Texas, and by resolution adopted by its Board of Directors and sole shareholder on said date, and approved on December 14, 2007 by Interactive Response Technologies, Inc., a corporation of the State of Florida, and by resolution adopted by its Board of Directors on said date.

1. Interactive Response of Texas, Inc., and Interactive Response Technologies, Inc. shall, pursuant to the provisions of the Texas Business Corporation Act and of the laws of the State of Florida, be merged with and into a single corporation, to wit, Interactive Response Technologies, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Interactive Response Technologies, Inc. Interactive Response Technologies, Inc., is the sole shareholder of Interactive Response of Texas, Inc. The surviving corporation shall be governed by the laws of the State of Florida, which is the jurisdiction of its organization. The separate existence of Interactive Response of Texas, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Texas Business Corporation Act.

2. The articles of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The by-laws of the surviving corporation as in force and effect upon the effective date of the merger will be the by-laws of said 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 laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices 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.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the Texas Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation and the merger shall have been authorized by their duly adopted resolution in the manner prescribed by the provisions of the Texas Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the surviving corporation in compliance with the provisions of the laws of the jurisdiction of its organization, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.