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AUDIT NUMBER.....H98000024457

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RECOMM OPERATIONS, INC., a Florida corporation, document number
P94000093984

INTO

IN-STORE PROMOTIONS, INC., a Florida corporation, P93000073604

File date: December 31, 1998

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
OF
RECOMM OPERATIONS, INC.
INTO
IN-STORE PROMOTIONS, INC.**

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THESE ARTICLES OF MERGER are made and entered into this 30th day of December, 1998, by and between RECOMM OPERATIONS, INC., a Florida corporation ("Recomm") and IN-STORE PROMOTIONS, INC., a Florida corporation ("ISP").

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Recomm and ISP hereby adopt the following Articles of Merger:

1. **Plan of Merger.** The Plan of Merger, which is contained in the December 30, 1998 Agreement and Plan of Merger, by and between Recomm and ISP is as follows:

- (a) Recomm shall be merged with and into ISP, whereupon the separate existence of Recomm shall cease and ISP (the "Surviving Corporation") shall continue its corporate existence as the surviving corporation in the merger under the laws of the State of Florida.
- (b) ISP shall succeed to and possess all of the rights, privileges and properties, and shall be subject to all of the duties, liabilities and obligations, of each of Recomm and ISP, subject to certain provisions for indemnification as set forth in the Agreement and Plan of Merger.
- (c) Each of the issued and outstanding shares of the common stock of Recomm shall be canceled upon the effective date of the Merger.
- (d) All the issued and outstanding shares of the common stock of ISP shall remain unchanged.

2. **Effective Date.** The Merger shall be effective as of the time of filing of these Articles of Merger by the Florida Department of State.

3. **Approval.** The Agreement and Plan of Merger effective December 30, 1998, between Recomm and ISP was approved by the Board of Directors and stockholders of both Recomm and ISP on December 30, 1998.

Gary Walker, Esq.
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IN WITNESS WHEREOF, the parties have executed these Articles of Merger effective the day and year first above written.

RECOMM OPERATIONS, INC.

[Corporate Seal]

By:

Robert H. Aldrich
Robert H. Aldrich, Vice-President & Treasurer

IN-STORE PROMOTIONS, INC.

[Corporate Seal]

By:

Robert H. Aldrich
Robert H. Aldrich, Vice-President & Treasurer

#94936

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