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To:

Division of Corporations

Fax Number

: (850)922-4000

From:

Account Name : HODGSON, RUSS, ANDREWS, ET AL

Account Number : 072720000242

Phone Fax Number

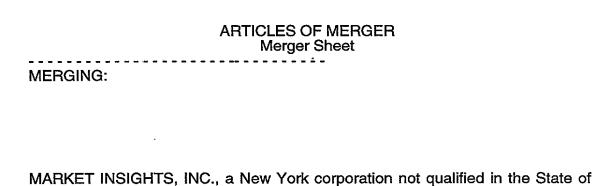
: (561)394-3862

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MERGER OR SHARE EXCHANGE

PSYCHOLOGICAL INSIGHTS, INC.

Certificate of Status	0
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INTO

PSYCHOLOGICAL INSIGHTS, INC., a Florida corporation, P94000030928

File date: December 23, 1998, effective December 31, 1998

Corporate Specialist: Darlene Connell

Florida

Florida Department of State

Division of Corporations
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PSYCHOLOGICAL INSIGHTS, INC.

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New York

Boca Raton



HODGSON RUSS **ANDREWS** WOODS & GOODYEAR LLP ATTORNEYS AT LAW

H98000023933

December 23, 1998

VIA FACSIMILE NO. (850) 922-4000

Secretary of State Corporation Division 409 E. Gaines Street Taliahassee. Florida 32302

Dear Sir/Madam:

Re: PSYCHOLOGICAL INSIGHTS, INC Articles of Merger

Attached are the Articles of Merger of Marketing Insights, Inc., a New York corporation, into Psychological Insights, Inc., a Florida corporation hereby submitted for electronic filing.

Please charge our account accordingly and forward the certified copy to the undersigned via facsimile at (561) 394-3862.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

Tracey A. Testa Corporate Paralegal

tat

Attachment

H98000023933

FLADOCS:25528_1 (JP401)

561-394-0500 BOCA RATON 561-736-2177 FALM BEACH 954-764-2440 BROWARD Rochester FAX: 561-394-3862 Toronto INTERNET: www.hodgsonnuss.com West Palm Beach EMAIL: bocalaw@hodgzonzuss.com Susan K. Baumel, P.A. Lawrence F. Beyer

James A. Porter, P.A. Of Counsel

Larry Corman, P.A. George F. deClaire Anthony L. Dutton, P.A. Richard A. Gostz, P.A. Michael H. Gora, P.A. James M. Hankins, P.A. Paul E. Roman Thomas R. Sliney, P.A.

2000 Glades Road

Boca Raton, FL 33431-8599

Suite 400

RESIDENT IN NEW YORK Paul R. Comean Mark S. Klein Stephen M. Newman

Jeffrey S. Geller Elana K. Scoler

Albany

Buffalo

Boca Raton



HODGSON RUSS ANDREWS WOODS & GOODYEAR ILL ATTORNBYS AT LAW

D: Parlene -

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FLADOCS:25528_1 (JP401)

since this was faxed on 12/23 and not received by your office, will you please date 12/23.

New York Rochester Toronto eviennet: www.hodgsonrass.com West Palm Beach

Susan K. Baumel, P.A. Lawrence F. Beyer Larry Corman, P.A. George R. deClaire Anthony L. Dutton, P.A. Richard A. Goetz, P.A. Michael H. Gora, P.A. James M. Hankins, P.A. Paul B. Roman Thomas R. Slincy, P.A.

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BOCR KRIDH, PL 33431-839 561-394-0500 BOCA BATON 561-736-2177 PALM REACH 954-764-2440 BROWARD FAX: 561-394-3862

Suite 400

Jeffrey S. Geller Flana K. Scoler

James A. Porter, P.A. Of Counsel

RESIDENT IN NEW YORK

Paul R. Comean Mark S. Klein Stephen M. Newman

H98000023933

ARTICLES OF MERGER

OF

MARKET INSIGHTS, INC. (a New York corporation)

INTO

PSYCHOLOGICAL INSIGHTS, INC. (a Florida corporation)

Under Section 607.1107 of the Florida Business Corporation Act





The undersigned, Renee H. Frengut, being the President and Secretary, respectively, of MARKET INSIGHTS, INC., a New York corporation and of PSYCHOLOGICAL INSIGHTS, INC., a Florida corporation, does hereby certify:

a.MARKET INSIGHTS, INC. ("Market") is a corporation organized under the laws of the State of New York. PSYCHOLOGICAL INSIGHTS, INC. ("Psychological") a corporation organized under the laws of the State of Florida.

- 1. The following plan of merger was adopted by the board of directors of each of Market and Psychological on December 22, 1998:
 - The name of the corporation to be merged is MARKET INSIGHTS, INC., a New York corporation ("Market"). The name of the surviving corporation is PSYCHOLOGICAL INSIGHTS, INC., a Florida corporation ("Psychological"). The name under which Market was formed is Market Insights, Inc., the name under which Psychological was formed is Direct Talk, Inc.

* and shareholders

Prepared by: Elana K. Scoler, Esq. H98000023933 Hodgson, Russ, Andrews, Woods, etal 2000 Glades Road, Suite 400
Boca Raton, FL 33431 (561)394-0500 FL Bar No.: 0135320

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- 2 -

- 2. The designation and number of outstanding shares of Market are One Hundred (100) common shares, no par value, each of which is entitled to one vote. The number of shares of Market is not subject to change prior to the effective date of the merger. The designation and number of outstanding of Psychological are One Hundred (100) common shares, without par value, each of which is entitled to one vote. The number of shares of Psychological is not subject to change prior to the effective date of the merger.
- 3. The terms and conditions of the proposed merger are as follows:
 - (a) The manner and basis of converting the shares of Market into shares of Psychological is as follows: without the surrender of share certificates or any other action, each common share of Market issued and outstanding immediately prior to the merger becoming effective shall, upon the merger becoming effective, automatically be canceled.
 - (b) The directors and officers of Psychological on the effective date of the merger shall continue to be the directors and officers of Psychological.
 - (c) The bylaws of Psychological on the effective date of the merger shall continue to be the bylaws of Psychological.
 - (d) The effect of the merger shall be the effect described in Section 906 of the Business Corporation Law of the State of New York and Section 607.1106 of the Business Corporation Act of the State of Florida.
- The merger shall be effective on December 31, 1998.
- 3. The effective date of the merger is December 31, 1998.
- The merger of Market into Psychological is permitted by the laws of the State of New York and is in compliance therewith.

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IN WITNESS WHEREOF, the undersigned hereby sign these Articles and affirm the statements made herein as true under the penalties of perjury this _______ day of December, 1998.

PSYCHOLOGICAL INSIGHTS, INC.

Rence H. Frencht, President and Secretary

MARKET INSIGHTS, INC.

Rence H. Frengut, President and Secretary

PLADOCS:23604_1 (\$7_01)