

DEC 30 '98 10:19 TO-18509224000

FROM-HODGSON & RUSS

T-064 P.02/05 F-725

P94000030928

Florida Department of State  
Division of Corporations  
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Sandra B. Mortham, Secretary of State

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12-31-98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 23 PM 4:28

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From: Account Name : HODGSON, RUSS, ANDREWS, ET AL  
Account Number : 072720000242  
Phone : (561) 394-0500  
Fax Number : (561) 394-3862

MERGER OR SHARE EXCHANGE

PSYCHOLOGICAL INSIGHTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Merger  
12/30/98  
DC

**ARTICLES OF MERGER**  
**Merger Sheet**

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**MERGING:**

**MARKET INSIGHTS, INC.**, a New York corporation not qualified in the State of  
Florida

**INTO**

**PSYCHOLOGICAL INSIGHTS, INC.**, a Florida corporation, P94000030928

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

Corporate Specialist: Darlene Connell

Florida Department of State  
Division of Corporations  
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Sandra B. Mortham, Secretary of State

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DEC 23 '98 10:14 TO-18509224000

FROM-HODGSON & RUSS

T-914 P.01/05 F-578

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

2000 Glades Road  
Suite 400  
Boca Raton, FL 33431-8599  
561-394-0500 BOCA RATON  
561-736-2177 PALM BEACH  
954-764-2440 BROWARD  
FAX: 561-394-3862  
INTERNET: [www.hodgsonruss.com](http://www.hodgsonruss.com)  
EMAIL: [bocalaw@hodgsonruss.com](mailto:bocalaw@hodgsonruss.com)

*Albany  
Boca Raton  
Buffalo  
New York  
Rochester  
Toronto  
West Palm Beach*

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Lawrence F. Beyer  
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 E. Slincy, P.A.

James A. Porter, P.A.  
Of Counsel

RESIDENT IN NEW YORK

Paul E. Cornean  
Mark S. Klein  
Stephen M. Newman

Jeffrey S. Geller  
Elana K. Scoler

H98000023933

December 23, 1998

VIA FACSIMILE NO. (850) 922-4000

Secretary of State  
Corporation Division  
409 E. Gaines Street  
Tallahassee, 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

FLADOC525528\_1 (JP401)

DEC 30 '98 10:19 TO-18509224000

FROM-HODGSON & RUSS

T-064 P.01/05 F-725

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

*To: Darlene*

H98000023933

*29-30*  
December 23, 1998

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

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Very truly yours,

*Tracey A. Testa*

Tracey A. Testa  
Corporate Paralegal

tat  
Attachment

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FLADOCs:25528\_1 (JP401)

P.S.

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

*Thank you.*

2000 Glades Road  
Suite 400  
Boca Raton, FL 33431-8599  
561-394-0500 BOCA RATON  
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954-764-2440 BROWARD  
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Susan K. Hammel, P.A.  
Lawrence F. Beyer  
Larry Corman, P.A.  
George R. deClaire  
Anthony L. Dutton, P.A.  
Richard A. Goez, P.A.  
Michael H. Gora, P.A.  
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Jeffrey S. Geller  
Elana K. Scoler

Albany  
Boca Raton  
Buffalo  
New York  
Rochester  
Toronto  
West Palm Beach

James A. Porter, P.A.  
Of Counsel

RESIDENT IN NEW YORK

Paul R. Comeau  
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

RECEIVED  
12-31-98

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

1. 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

H98000023933

Prepared by: Elana K. Scoler, Esq.  
Hodgson, Russ, Andrews, Woods, et al  
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.
4. The merger shall be effective on December 31, 1998.
3. The effective date of the merger is December 31, 1998.
4. 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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- 3 -

IN WITNESS WHEREOF, the undersigned hereby sign these Articles and affirm the statements made herein as true under the penalties of perjury this 22<sup>nd</sup> day of December, 1998.

**PSYCHOLOGICAL INSIGHTS, INC.**

By Renee H. Frengut  
Renee H. Frengut, President and Secretary

**MARKET INSIGHTS, INC.**

By Renee H. Frengut  
Renee H. Frengut, President and Secretary

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