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MERGER OR SHARE EXCHANGE

FKQ Marketing, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 FEB 29 AM 8:18

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ARTICLES OF MERGER
OF
FKQ ADVERTISING, INC., a Florida corporation
and
OTTOVEST, INC., a Florida corporation
with and into
FKQ MARKETING, INC., a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are FKQ MARKETING, INC., a Florida corporation, (the "Surviving Corporation"), FKQ ADVERTISING, INC., a Florida corporation ("Advertising"), and OTTOVEST, INC., a Florida corporation ("Ottovest"). Advertising and Ottovest may each be referred to as a "Merged Corporation" and may be collectively referred to as the "Merged Corporations".

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is FKQ MARKETING, INC., a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

ARTICLE III. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be amended to, among other things, increase the authorized capital stock of the Surviving Corporation, so as to read in its entirety as set forth in the Amended and Restated Articles of Incorporation attached hereto as Exhibit "B". Said Amended and Restated Articles of Incorporation shall be and remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the shareholders and the members of the Board of Directors of both the Surviving Corporation and each of the Merged Corporations by unanimous written action of even date herewith as required by the laws of the State of Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

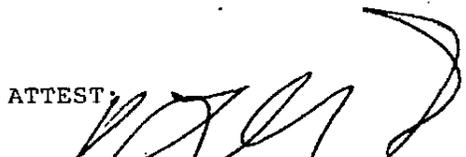
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IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of this 29th day of ~~JANUARY~~ FEBRUARY 2008 and are being filed in accordance with Section 607.1105 and 607.0120 of the Florida Business Corporation Act by duly authorized officers for each party.

FKQ MARKETING, INC.,
a Florida corporation

ATTEST:


Karen L. Gorenflo, Secretary

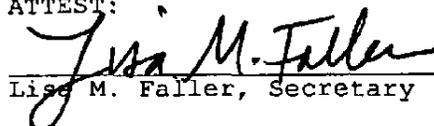
(CORPORATE SEAL)

By:


Lisa M. Faller, President

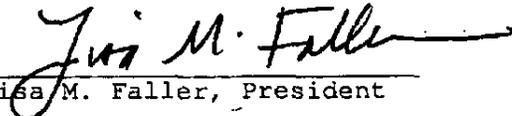
FKQ ADVERTISING, INC.,
a Florida corporation

ATTEST:


Lisa M. Faller, Secretary

(CORPORATE SEAL)

By:


Lisa M. Faller, President

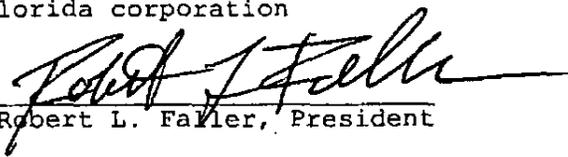
OTTOVEST, INC.,
a Florida corporation

ATTEST:


Karen L. Gorenflo, Secretary

(CORPORATE SEAL)

By:


Robert L. Faller, President

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PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into this 29th day of FEBRUARY 2008, by and between FKQ MARKETING, INC., a Florida corporation (the "Surviving Corporation"), FKQ ADVERTISING, INC., a Florida corporation ("Advertising"), and OTTOVEST, INC., a Florida corporation ("Ottovest"). Advertising and Ottovest may each be referred to as a "Merged Corporation" and may be collectively referred to as the "Merged Corporations".

Recitals

A. The Surviving Corporation and the Merged Corporations desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying such asset acquisition as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

B. The Surviving Corporation desires to merge and combine with the Merged Corporations in order to expand its business and further its corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date of the Merger specified herein, each of FKQ ADVERTISING, INC., a Florida corporation, and OTTOVEST, INC., a Florida corporation, shall merge with and into FKQ MARKETING, INC., a Florida corporation, in accordance with the Merger laws of the State of Florida. FKQ MARKETING, INC., a Florida corporation, shall continue to exist under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation") and the separate existence of FKQ ADVERTISING, INC. and OTTOVEST, INC. (the "Merged Corporations") shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be amended and restated to, among other things, increase the authorized capital stock of the Surviving Corporation, so as to read in its entirety as set forth in the Amended and Restated Articles of Incorporation attached as Exhibit "B" to the Articles of Merger. Said Amended and Restated Articles of Incorporation shall be and remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

EXHIBIT "A"

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3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be the date the Articles of Merger have been duly filed with the Florida Department of State. Each of the parties hereto agrees that they shall execute such documents and such other instruments and take such corporate or other acts or actions as may be necessary to effectuate this Merger. Notwithstanding the foregoing, the parties agree that this Merger shall be effective for tax and accounting purposes as of January 1, 2008.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of each Merged Corporation shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of each Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to each Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in each Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of each Merged Corporation; and any claim existing or action or proceeding pending by or against either Merged Corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporations shall be impaired by such Merger.

6. Exchange of Shares. On the Effective Date of the Merger, the shares of the capital stock of the Surviving Corporation and each Merged Corporation shall be converted into shares of the capital stock of the Surviving Corporation as follows:

- a. Each of the Ten Thousand (10,000) issued and outstanding shares of the common stock of the Surviving Corporation shall be converted into One Hundred (100) shares of the Class A Voting Common Stock of the Surviving Corporation

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and Nine Thousand Nine Hundred (9,900) shares of the Class B Non-Voting of the Surviving Corporation;

- b. Each of the Seven Hundred Forty Five (745) issued and outstanding shares of the preferred stock of FKQ ADVERTISING, INC. and each of the Three Thousand Three Hundred Seventy-Seven (3,377) issued and outstanding shares of the common stock of FKQ ADVERTISING, INC. shall be converted into 0.7381 shares of the capital stock of the Surviving Corporation, one percent (1%) of which shall be Class A Voting Common Stock of the Surviving Corporation and ninety-nine percent (99%) of which shall be Class B Non-Voting of the Surviving Corporation; provided, that no fractional shares of Class A Voting Common Stock shall be issued and any such fractional shares shall be issued as Class B Non-Voting Common Stock of the Surviving Corporation;
- c. Each of the One Thousand (1,000) issued and outstanding shares of the common stock of OTTOVEST, INC. shall be converted into 0.947399 shares of the capital stock of the Surviving Corporation, one percent (1%) of which shall be Class A Voting Common Stock of the Surviving Corporation and ninety-nine percent (99%) of which shall be Class B Non-Voting of the Surviving Corporation; provided, that no fractional shares of Class A Voting Common Stock shall be issued and any such fractional shares shall be issued as Class B Non-Voting Common Stock of the Surviving Corporation.

Upon surrender of certificates representing the shares of the capital stock of the Surviving Corporation and the Merged Corporations, each shareholder of the Surviving Corporation and the Merged Corporations shall be entitled to receive in exchange certificates representing shares of the capital stock of the Surviving Corporation in accordance with the foregoing provisions of this Section, and such shares of the capital stock of the Surviving Corporation shall be issued as fully paid and nonassessable.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

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8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

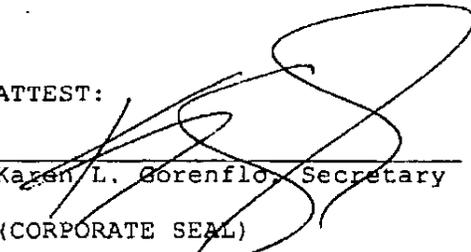
9. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporations as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The Shareholders of the Merged Corporations and the Surviving Corporation, respectively, have authorized the Board of Directors of each Corporation to amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State, without further action of the Shareholders.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

FKQ MARKETING, INC.,
a Florida corporation

ATTEST:


Karen L. Gorenflo, Secretary

(CORPORATE SEAL)

By:


Lisa M. Faller, President

FKQ ADVERTISING, INC.,
a Florida corporation

ATTEST:


Lisa M. Faller, Secretary

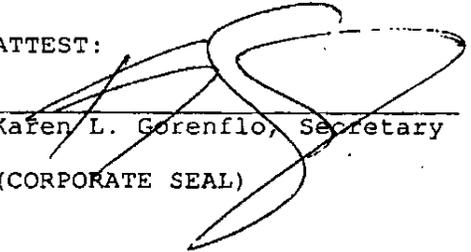
(CORPORATE SEAL)

By:


Lisa M. Faller, President

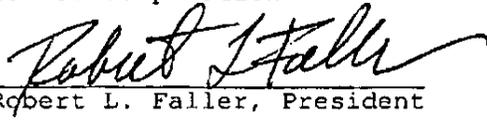
OTTOVEST, INC.,
a Florida corporation

ATTEST:


Karen L. Gorenflo, Secretary

(CORPORATE SEAL)

By:


Robert L. Faller, President

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

FKQ MARKETING, INC.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, FKQ MARKETING, INC., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

FIRST: The name of the corporation is FKQ MARKETING, INC. (the "Corporation").

SECOND: The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I
NAME

The name of this corporation is FKQ MARKETING, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 15351 Roosevelt Boulevard, Clearwater, Florida 33760.

ARTICLE III
DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of the original Articles by the Department of State of Florida.

ARTICLE IV
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

EXHIBIT "B"

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**ARTICLE V
CAPITAL STOCK**

This corporation shall be authorized to issue One Hundred Fifty Million (150,000,000) shares of \$0.0001 par value stock divided into two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock shall be as follows:

	<u>PAR VALUE</u>	<u>AUTHORIZED ISSUE</u>
Class A Voting Common	\$0.0001 per share	1,500,000 shares
Class B Non-Voting Common	\$0.0001 per share	148,500,000 shares

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are KAREN L. GORENFLO, 15351 Roosevelt Boulevard, Clearwater, Florida 33760.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall currently have five (5) directors. The number of directors may either be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE IX
BYLAWS

The Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE X
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI
CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

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3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

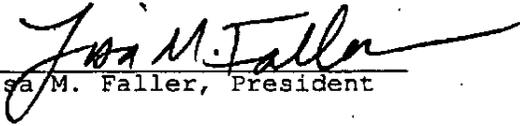
4. Shares sold otherwise than for money.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been duly executed by a duly authorized officer of the Corporation this 29th day of February, 2008.

FKQ MARKETING, INC.

By:


Lisa M. Faller, President

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