

**P95000028580**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**RESULTS PUBLISHING, INC.**

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*Mergers*  
*CR6 5-25*  
*3/25/99*

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

TELSTAR, INC., a Nevada corporation, doing business in Florida as TELSTAR  
CONSULTING, INC., #F95000001896

INTO

**RESULTS PUBLISHING, INC.**, a Florida corporation, P95000028580.

File date: May 25, 1999

Corporate Specialist: Karen Gibson

H99000012592

**ARTICLES OF MERGER**

of

**TELSTAR, INC.**, a Nevada corporation

into

**RESULTS PUBLISHING, INC.**, a Florida corporation

**FILED**  
99 MAY 25 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act and Section 92A.200 of the Nevada Revised Statutes, the following Articles of Merger are adopted by Results Publishing, Inc., a Florida corporation ("Results"), and Telstar, Inc., a Nevada Corporation ("Telstar").

1. Telstar is a Nevada corporation and Results is a Florida corporation.
2. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between Results and Telstar is attached hereto as Exhibit A and incorporated herein by reference.
3. Pursuant to the Plan of Merger, Telstar shall be merged with and into Results and Results shall be the surviving corporation.
4. The Merger Agreement was approved by all of the shareholders and directors of Telstar and by all of the shareholders and directors of Results, in each case effective as of on April 30, 1999, in accordance with each corporation's articles of incorporation, bylaws and applicable law. The number of votes cast by the shareholders of each corporation was sufficient for approval.
5. The owners of the parent approved the Merger Agreement.

Prepared by Robert G. Shaffer, II, Esq.  
Milam Otero Larsen Dawson & Traylor, P.A.  
50 North Laura Street, Suite 2750  
Jacksonville, Florida 32202  
(904) 798-3700  
Fla. Bar No. 0077860

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 30 day of April, 1999.

TELSTAR INC.

By: Raymond Rach

Raymond Rach, President

RESULTS PUBLISHING, INC.

By: Daniel S. Pena, Sr.

Daniel S. Pena, Sr., President

H99000012592

**Agreement And Plan Of Merger Of**

**Telstar, Inc.,**  
a Nevada Corporation

with and into

**Results Publishing, Inc.,**  
a Florida Corporation

This Agreement and Plan of Merger, dated as of April 30, 1999, made by and between Results Publishing, Inc., a Florida corporation ("Results"), and Telstar, Inc., a Nevada corporation ("Telstar" and, collectively with "Results", the "Constituent Corporations").

**WITNESSETH:**

WHEREAS, Telstar desires to merge with and into Results with Results being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, the respective Board of Directors and Shareholders of the Constituent Corporations have determined it to be in their best interests to effect the Merger in accordance with Section 607.1107 of the Florida Business Corporation Act (the "Florida Act") and Section 92A.200 of the Nevada Revised Statutes (the "Nevada Act").

NOW THEREFORE, in consideration of \$10.00 in hand paid and of the mutual agreements, covenants, and provisions contained herein, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

**ARTICLE I**

**THE MERGER**

1. The term "Effective Date" shall mean the later of (a) the date the Articles of Merger are filed with the State of Florida, Department of State or (b) the date the Articles of Merger are filed with the State of Nevada, Secretary of State.

2. On the Effective Date, Telstar shall be merged with and into Results. The separate existence of Telstar shall cease as of the Effective Date and the existence of Results shall continue unaffected and unimpaired by the Merger with all the rights,

privileges, immunities, and franchises, of a public, as well as of a private, nature and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

## ARTICLE II

### EFFECTS OF THE MERGER

As of the Effective Date, Results shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of Telstar, and shall be responsible and liable for all liabilities and obligations of Telstar, all as more particularly set forth in Section 607.1106 of the Florida Act and as set forth in the Nevada Act.

## ARTICLE III

### TERMS OF THE TRANSACTION: CONVERSION OF AND PAYMENT FOR SHARES

1. Telstar has two authorized classes of stock, common and preferred, of which there are 100 shares of common stock issued and outstanding and no shares of preferred stock issued and outstanding.
2. Each share (or fraction thereof) of Telstar's common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share (or fraction thereof) of the presently authorized and unissued shares of the common stock of Results.

## ARTICLE IV

### ASSIGNMENT

If at any time Results shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Results, the title to any property or rights of Telstar or to otherwise carry out the provisions hereof, the proper officers and directors of Results, as of and after the Effective Date, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Results.

ARTICLE V

EXPENSES

Results shall pay all expenses of accomplishing the Merger.

ARTICLE VI

MISCELLANEOUS

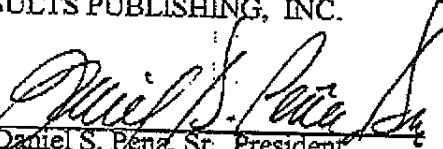
Results hereby (a) agrees that it may be served with process in Nevada in any proceeding for the enforcement of any obligation of Telstar and in any proceeding for the enforcement of the rights of a dissenting stockholder of Telstar against Results, (b) Results irrevocably appoints the Nevada Secretary of State as its agent to accept service of process in any such proceeding, and (c) agrees that the Nevada Secretary of State may mail a copy of any proceeding process against Telstar that may be served on them to:

Results Publishing, Inc.  
c/o MOTOLAW, Inc.  
50 North Laura Street, Suite 2750  
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

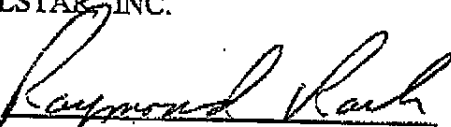
RESULTS PUBLISHING, INC.

By:

  
Daniel S. Peña, Sr., President

TELSTAR, INC.

By:

  
Raymond Rach, President