Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H110002684823)))



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To:

Division of Corporations

Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM

Account Number : FCA00000023 : (850)222-1092 Phone Fax Number ; (850)878-5368

\*\*Enter the email address for this business entity to be used for fut annual report mailings. Enter only one email address please.\*\*

Email Address:

## MERGER OR SHARE EXCHANGE

ioWorldMedia. Incorporated

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

\*RE-SUBMIT\*

Please retain original filing date of submission \_\_\_\_\_9

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11/10/2011





November 10, 2011

# FLORIDA DEPARTMENT OF STATE Division of Corporations

IOWORLDMEDIA, INCORPORATED 5025 WEST LEMON STREET SUITE 200 TAMPA, FL 33609

SUBJECT: IOWORLDMEDIA, INCORPORATED

REF: P96000001360

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

THE CORRECT COVERSHEET SHOULD HAVE THE TITLE "MERGER". IF YOU HAVE ANY QUESTIONS ABOUT THE COVERSHEET, PLEASE CALL ME.

PLEASE PROVIDE THE TERMS AND CONDITIONS OF THE SHARE EXCHANGE UNDER SECTION THIRD OF THE PLAN OF SHARE EXCHANGE.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H11000267640 Letter Number: 211A00025572

Please retain original filing. BOX 6327 - Tallahassee, Florida 32314 date of submission <u>w/9</u>

### COVER LETTER

TO: Amendment Section				
Division of Corporations				
SUBJECT: ioWorldMedia Incorporated Name of Acquiring Corporation				
The enclosed Articles of Exchange and fee are submitted for filing.				
Please return all correspondence concerning this matter to following:				
Henry Nisser, Esq. Contact Person				
Sichenzia Ross Friedman Ference LLP Firm/Company	-			
61 Broadway, 32 <sup>nd</sup> Floor Address				
New York, NY 10006 City/State and Zip Code	_			
hnisser@srff.com E-mail address: (to be used for future annual report of	otification)			
For further information concerning this matter, please call:				
Henry Nisser, Esq. Name of Contact Person	At (212) 930-9700 Area Code & Daytime Telephone Number			
図 Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)				
STREET ADDRESS: Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle Talluhassee, Florida 32301	MATLING ADDRESS: Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314			

# ARTICLES OF Share Exchange (Profit Corporations)

The following articles of exchange are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of	the <u>nequiring</u> corporation:		75-60 mb		
<u>Name</u>	Jurisdiction	Document Number (If known/ applicable)	NOV-9		
ioWorldMedia, Incorporated	Florida	P96000001360			
Second: The name and jurisdiction of each acquired corporation:					
Name	Jurisdiction	Document Number (If known/ applicable)	2: 59 STAIR		
Up Your Ratines, Inc.	Ohio	815793			
Third: The Plan of Exchange is attached.					
Fourth: The exchange shall become effective on the date the Articles of Exchange are filed with the Flurida Department of State.					
OR (Enter a specific date, NOTE: An effective date cannot be prior to the date of filing or more than 90 days after exchange file date.)					
Fifth: Adoption of Exchange by <u>acquiring</u> corporation - (COMPLETE ONLY ONE STATEMENT)					
The Plan of Exchange was adopted by the shareholders of the acquiring corporation on					
The Plan of Exchange was adopted by the board of directors of the acquiring corporation on November 7, 2011 and shareholder approval was not required.					
Sixth: Adoption of Exchange by acquired corporation(s) (COMPLETE ONLY ONE STATEMENT)					
The Plan of Exchange was adopted by the shareholders of the acquired corporation(s) on November 7, 2011.					
The Plan of Exchange was adopted by the board of directors of the acquired corporation(s) on and shareholder approval was not required.					

(Attach additional sheets if necessary)

#### Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
ioWorldMedia, Incorporated	To for	Thomas I. Bean, Chief Executive Officer
Un Your Ratings, Inc.		Benjamin L. Homel. President

### Seventh: SIGNATURES FOR EACH CORPORATION

Signature of an Officer or Director	Typed or Printed Name of Individual & Title
ANT A	Thomas J. Bean, Chief Executive Officer
MAN TO THE REAL PROPERTY OF THE PARTY OF THE	Benjamin Homel, President
the state of the s	

### PLAN OF EXCHANGE

(Non Subsidiaries)

The following plan of exchange is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

Name

Jurisdiction

ioWorldMedia. Incorporated

Florida

Second: The name and jurisdiction of each acquired corporation:

Name

Jurisdiction

Up Your Ratings, Inc.

Ohio

Third: The terms and conditions of the exchange are as follows:

First: The name and jurisdiction of the acquiring corporation:

Fourth: The manner and basis of exchanging the shares to be acquired for shares, obligations, or other securities of the acquiring or any other corporation or, in whole or in part, for cash or other property, and the manner and basis of exchanging rights to acquire shares of the corporation to be acquired for rights to acquire shares, obligations or, in whole or in part, other securities of the acquiring corporation or any other corporation or, in whole or in part, for cash or other property, are as follows:

The Acquiring Corporation issued an aggregate of 30,000,000 shares of its common stock to the three former shareholders of the Acquired Corporation in exchange for the sucrender by such former shareholders of 400 of their shares of common stock of the Acquired Corporation, which 400 shares constitute all of the issued and outstanding capital stock of the Acquired Corporation. As a result of the exchange transaction, the Acquired Corporation became the wholly owned subsidiary of the Acquiring Corporation.

(Anach additional sheets if necessary)