

Division of Corporations

Page 1 of 2

# P96000011530

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**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.

((H02000240905 8)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0380 / NSO

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850)521-1000

Fax Number : (850)521-1030

EFFECTIVE DATE  
12-31-02

RECEIVED  
02 DEC 26 AM 11:59  
DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

NELSON MEDICAL MARKETING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	16
Estimated Charge	\$525.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 DEC 24 PM 4:49

Merger  
12/26/02  
JRC

P9

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

BIENEST AR/LCG COMMUNICATIONS, INC., a Florida corporation,  
P96000011530  
SCIENS WORLDWIDE ADVERTISING, INC., NCI ADVERTISING-NEW  
JERSEY, INC., MEDISOLUTIONS, INC., NCI NETWORK, INC., SKYLINE  
GRAPHICS, INC.,  
INTERATIONS MEDIA, INC., NELSON MARKETING SERVICES, INC.,  
NELSON MANAGED SOLUTIONS, INC., MEDSCIENCE ASSOCIATES, INC.,  
NELSON HOLDINGS N.Y., INC.  
, AND NCI MASTERSON ADVERTISING, INC. ALL DELAWARE  
CORPORATIONS NOT QUALIFIED TO TRANSACT BUSINESS IN FLORIDA.  
NEW WORLD HEALTH, INC., A NEW YORK CORPORATION NOT QUALIFIED  
TO TRANSACT BUSINESS.  
E-LAB MULTIMEDIA, INC., A NEW JERSEY CORPORATION NOT QUALIFIED  
TO TRANSACT BUSINESS

INTO

**NELSON MEDICAL MARKETING, INC.**, a New York entity not qualified in  
Florida.

File date: December 24, 2002, effective December 31, 2002

Corporate Specialist: Darlene Connell

## ARTICLES OF MERGER

OF

BIENESTAR/LCG COMMUNICATIONS, INC. (a Florida corporation), SCIENS  
WORLDWIDE ADVERTISING, INC. (a Delaware corporation), NCI ADVERTISING-NEW  
JERSEY, INC. (a Delaware corporation), NEW WORLD HEALTH, INC. (a New York  
corporation), MEDISOLUTIONS, INC. (a Delaware corporation), NCI NETWORK, INC. (a  
Delaware corporation), E-LAB MULTIMEDIA, INC. (a New Jersey corporation), SKYLINE  
GRAPHICS, INC. (a Delaware corporation), INTERACTIONS MEDIA, INC. (a Delaware  
corporation), NELSON MARKETING SERVICES, INC. (a Delaware corporation), NELSON  
MANAGED SOLUTIONS, INC. (a Delaware corporation), MEDISCIENCE ASSOCIATES,  
INC. (a Delaware corporation), NELSON HOLDINGS N.Y., INC. (a Delaware corporation),  
NCI MASTERSON ADVERTISING, INC. (a Delaware corporation)

WITH AND INTO

NELSON MEDICAL MARKETING, INC.  
(a New York corporation)

Under Section 607.1107 of the Florida Business Corporation Act

EFFECTIVE DATE  
12-31-02

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporations herein named (the "Constituent Corporations") do hereby submit the following articles of merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger ("Agreement and Plan of Merger") for merging Bienestar/LCG Communications, Inc., a Florida corporation, Sciens Worldwide Advertising, Inc., a Delaware corporation, NCI Advertising-New Jersey, Inc., a Delaware corporation, New World Health, Inc., a New York corporation, Medisolutions, Inc., a Delaware corporation, NCI Network, Inc., a Delaware corporation, E-lab Multimedia, Inc., a New Jersey corporation, Skyline Graphics, Inc., a Delaware corporation, Interactions Media, Inc., a Delaware corporation, Nelson Marketing Services, Inc., a Delaware corporation, Nelson Managed Solutions, Inc., a Delaware corporation, Mediscience Associates, Inc., a Delaware corporation, Nelson Holdings N.Y., Inc., a Delaware corporation, and NCI Masterson Advertising, Inc., a Delaware corporation (each, a "Nelson Company" and together, the "Nelson Companies"), with and into Nelson Medical Marketing, Inc., a New York Corporation (the "Merger").

2. The Agreement and Plan of Merger between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of Sciens Worldwide Advertising, Inc., NCI Advertising-New Jersey, Inc., Medisolutions, Inc., NCI Network, Inc.,

H020002409058

Skyline Graphics, Inc., Interactions Media, Inc., Nelson Marketing Services, Inc., Nelson Managed Solutions, Inc., NCI Masterson Advertising, Inc., Mediscience Associates, Inc., and Nelson Holdings N.Y., Inc. in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware, to wit, by each of them in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware; by Nelson Medical Marketing, Inc. and New World Health, Inc. in accordance with Sections 902 and 903 of the Business Corporation Law of the State of New York; by Bienestar/LCG Communications, Inc. in accordance with Section 607.1103 of the Florida Business Corporation Act; and by E-lab Multimedia, Inc., in accordance with the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, to wit, in the same manner as is provided in Sections 14A:10-1 and 14A:10-3 of the New Jersey Business Corporation Act. The Merger is permitted by the laws of the State of Florida, the laws of the State of Delaware, the laws of the State of New Jersey, and the laws of the State of New York and has been authorized in compliance with said laws.

3. The sole shareholder entitled to vote on the aforesaid Agreement and Plan of Merger of Bienestar/LCG Communications, Inc. approved and adopted the Agreement and Plan of Merger by written consent dated as of December 16, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The sole shareholder entitled to vote on the aforesaid Agreement and Plan of Merger of each of Sciens Worldwide Advertising, Inc., NCI Advertising-New Jersey, Inc., Medisolutions, Inc., NCI Network, Inc., Skyline Graphics, Inc., Interactions Media, Inc., Nelson Marketing Services, Inc., Nelson Managed Solutions, Inc., Mediscience Associates, Inc., Nelson Holdings N.Y., Inc., and NCI Masterson Advertising, Inc., approved and adopted the Agreement and Plan of Merger by written consent dated as of December 16, 2002 in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

5. The shareholders entitled to vote on the aforesaid Agreement and Plan of Merger of each of New World Health, Inc. and Nelson Medical Marketing, Inc. ("Nelson Medical Marketing," and also referred to as the "Surviving Corporation") approved and adopted the Agreement and Plan of Merger by written consent dated as of December 16, 2002 in accordance with the provisions of Section 615 of the Business Corporation Law of the State of New York.

6. The sole shareholder entitled to vote on the aforesaid Agreement and Plan of Merger of E-lab Multimedia, Inc. approved and adopted the Agreement and Plan of Merger by written consent dated as of December 16, 2002 in accordance with the provisions of Section 14A:5-6 of the New Jersey Business Corporation Act.

7. The address of the principal office of the Surviving Corporation is as follows:  
41 Madison Avenue, New York, New York 10010.

8. Nelson Medical Marketing is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Bienestar/LCG Communications, Inc.

9. Nelson Medical Marketing hereby agrees to promptly pay to the dissenting shareholders of Bienestar/LCG Communications, Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

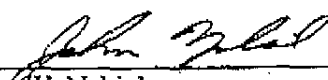
10. The certificate of incorporation of Nelson Medical Marketing shall be the certificate of incorporation of the Surviving Corporation.

11. The Agreement and Plan of Merger between the Constituent Corporations provides that the merger herein certified shall be effective on December 31, 2002.

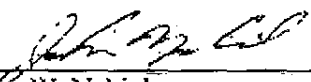
H020002409058

IN WITNESS WHEREOF, the parties have caused this Certificate of Merger to be executed by their respective duly authorized officers as of December 16, 2002.

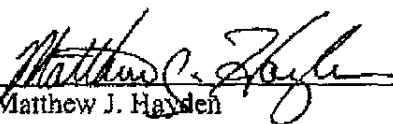
NELSON MEDICAL MARKETING, INC.

By:   
John W. Nabial  
Executive Vice President

BIENESTAR/LCG COMMUNICATIONS, INC.

By:   
John W. Nabial  
Executive Vice President

SCIENS WORLDWIDE ADVERTISING, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

NCI ADVERTISING-NEW JERSEY, INC.

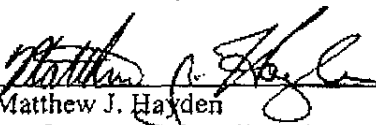
By:   
Matthew J. Hayden  
Chairman of the Board

H020002409058

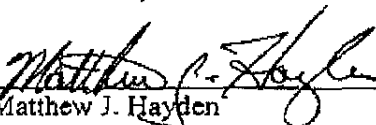
NEW WORLD HEALTH, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

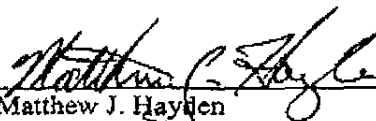
MEDISOLUTIONS, INC.

By:   
Matthew J. Hayden  
Co-Chairman of the Board


NCI NETWORK, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

E-LAB MULTIMEDIA, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

SKYLINE GRAPHICS, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

H020002409058

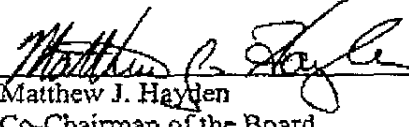
INTERACTIONS MEDIA, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

NELSON MARKETING SERVICES, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

NELSON MANAGED SOLUTIONS, INC.

By:   
Matthew J. Hayden  
Co-Chairman of the Board

NCI MASTERSON ADVERTISING, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

MEDISCIENCE ASSOCIATES, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

H020002409058

NELSON HOLDINGS N.Y., INC.

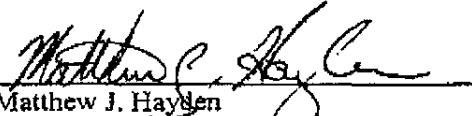
By:   
Matthew J. Hayden  
Chairman of the Board

Exhibit A

H020002409058

**AGREEMENT AND PLAN OF MERGER****OF**

**SCIENS WORLDWIDE ADVERTISING, INC., NCI ADVERTISING-NEW JERSEY, INC.,  
NEW WORLD HEALTH, INC., MEDISOLUTIONS, INC., NCI NETWORK, INC., E-LAB  
MULTIMEDIA, INC., SKYLINE GRAPHICS, INC., INTERACTIONS MEDIA, INC.,  
NELSON MARKETING SERVICES, INC., NELSON MANAGED SOLUTIONS, INC.,  
BIENESTAR/LCG COMMUNICATIONS, INC., NCI MASTERSON ADVERTISING, INC.,  
MEDISCIENCE ASSOCIATES, INC., NELSON HOLDINGS N.Y., INC.**

**WITH AND INTO****NELSON MEDICAL MARKETING, INC.**

This AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of December 16, 2002, is by and between Sciens Worldwide Advertising, Inc., a Delaware corporation, NCI Advertising-New Jersey, Inc., a Delaware corporation, New World Health, Inc., a New York corporation, Medisolutions, Inc., a Delaware corporation, NCI Network, Inc., a Delaware corporation, E-lab Multimedia, Inc., a New Jersey corporation, Skyline Graphics, Inc., a Delaware corporation, Interactions Media, Inc., a Delaware corporation, Nelson Marketing Services, Inc., a Delaware corporation, Bienestar/LCG Communications, Inc., a Florida corporation, Nelson Managed Solutions, Inc., a Delaware corporation, Mediscience Associates, Inc., a Delaware corporation, Nelson Holdings N.Y., Inc., a Delaware corporation, and NCI Masterson Advertising, Inc., a Delaware corporation (each, a "Nelson Company" and together, the "Nelson Companies"), and Nelson Medical Marketing, Inc., a New York Corporation ("Nelson Medical Marketing," and also referred to as the "Surviving Corporation").

**WITNESSETH:**

WHEREAS, each Nelson Company, Nelson Medical Marketing, and their respective Boards of Directors declare it advisable and to the advantage, welfare and best interests of said corporations and the shareholders of each of them to merge each Nelson Company with and into Nelson Medical Marketing, and Nelson Medical Marketing desires to have each Nelson Company merge with and into Nelson Medical Marketing upon the terms and conditions set forth herein and in accordance with Section 252 of the General Corporation Law of the State of Delaware, Section 907 of the Business Corporation Law of the State of New York, Section 14A:10-7 of the Business Corporation Act of the State of New Jersey, and Section 607.1107 of the Florida Business Corporation Act (the "Merger");

WHEREAS, the respective Boards of Directors of each Nelson Company and Nelson Medical Marketing have by unanimous written consent, each dated as of December 16, 2002, duly adopted and approved this Agreement, and directed that it be submitted for the affirmative vote of their respective shareholders;

NOW, THEREFORE, the parties agree and represent as follows:

H020002409058

1. The Merger. The Nelson Companies shall, pursuant to the provisions of the General Business Law of the State of Delaware, the Business Corporation Law of the State of New York, the Business Corporation Act of the State of New Jersey, and the Florida Business Corporation Act be merged with and into Nelson Medical Marketing, which shall be the surviving corporation upon the Effective Date of the Merger (as defined in Section 5). Nelson Medical Marketing shall continue to exist as the surviving corporation pursuant to the provisions of the Business Corporation Law of the State of New York. The separate existence and corporate organization of each Nelson Company shall cease upon the Effective Date of the Merger as herein provided in accordance with the General Business Law of the State of Delaware, the Business Corporation Law of the State of New York, the Business Corporation Act of the State of New Jersey, and the Florida Business Corporation Act, and all of the estate, property, rights, privileges, powers and franchises of each Nelson Company shall be vested in and held and enjoyed by Nelson Medical Marketing as fully and entirely and without change or diminution as the same were before held and enjoyed by each Nelson Company in its own name. The merger of the Nelson Companies with and into Nelson Medical Marketing shall be authorized in the manner prescribed by the laws of the State of Delaware, the State of New Jersey, the State of Florida, and the State of New York and the Agreement herein made and approved shall be submitted to the shareholder(s) of each party for their approval in the manner prescribed by the laws of the State of New York, the State of Delaware, the State of New Jersey, and the State of Florida, respectively.

2. Corporate Names. The name under which Sciens Worldwide Advertising, Inc. was formed is Blackwell Advertising, Inc. The name under which NCI Advertising-New Jersey, Inc. was formed is NCI Pharma, Inc. The name under which NCI Network, Inc. was formed is Medisphere Communications, Inc. The name under which Interactions Media, Inc. was formed is Solutions On-line, Inc. The name under which E-lab Multimedia, Inc. was formed is Pharmacy Sales Network, Inc. The name under which Skyline Graphics, Inc. was formed is Blackwell Direct, Inc. The name under which New World Health, Inc. was formed is World Health Communications, Inc. The name under which Nelson Marketing Services, Inc. was formed is NCI Consulting, Inc. The name under which Bienestar/LCG Communications, Inc. was formed is Bienestar Communications, Inc. The name under which Nelson Managed Solutions, Inc. was formed is NCI Managed Care, Inc. The name under which Nelson Medical Marketing, Inc. was formed is Rolf Werner Rosenthal, Inc.

3. Outstanding Securities.

(a) The number of outstanding shares of Sciens Worldwide Advertising, Inc. is one thousand ten and six hundred thirty eight thousandth (1,010.638) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(b) The number of outstanding shares of NCI Advertising-New Jersey, Inc. is two million four hundred sixty nine thousand nine hundred forty one (2,469,941) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

H020002409058

(c) The number of outstanding shares of New World Health, Inc. is two million thirteen thousand five hundred (2,013,500) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(d) The number of outstanding shares of Medisolutions, Inc. is nine hundred forty eight and four thousand five hundred and five ten thousandth (948.4505) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(e) The number of outstanding shares of NCI Network, Inc. is two million four hundred forty five thousand (2,445,000) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(f) The number of outstanding shares of E-lab Multimedia, Inc. is one thousand (1,000) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(g) The number of outstanding shares of Skyline Graphics, Inc. is eight hundred ninety (890) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(h) The number of outstanding shares of Interactions Media, Inc. is four hundred (400) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(i) The number of outstanding shares of Nelson Marketing Services, Inc. is one thousand (1,000) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(j) The number of outstanding shares of Bienestar/LCG Communications, Inc. is six hundred eighty two thousand five hundred (682,500) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(k) The number of outstanding shares of Nelson Managed Solutions, Inc. is one thousand one hundred ten (1,110) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(l) The number of outstanding shares of Mediscience Associates, Inc. is one thousand two hundred fifty (1,250) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(m) The number of outstanding shares of Nelson Holdings N.Y., Inc. is one hundred (100) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

(n) The number of outstanding shares of NCI Masterson Advertising, Inc. is one thousand two hundred fifty (1,250) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

H020002409058

(c) The number of outstanding shares of Nelson Medical Marketing, Inc. is two million one hundred ninety one thousand (2,191,000) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

4. Shares. Upon the Effective Date of the Merger, the issued and outstanding shares of the common stock of each Nelson Company shall, without any further action on the part of the Nelson Companies and Nelson Medical Marketing or the respective holder of such shares, be cancelled.

5. Effective Date. The effective date of the Merger herein provided for in the State of New York and the State of Delaware is December 31, 2002 (the "Effective Date of the Merger").

6. Certificate of Incorporation. The certificate of incorporation of Nelson Medical Marketing shall be the certificate of incorporation of the Surviving Corporation.

7. By-laws. The by-laws of Nelson Medical Marketing as in effect on the Effective Date of the Merger shall be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

8. Officers and Directors. The directors and officers of Nelson Medical Marketing in office upon the Effective Date of the Merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

9. Effect of Merger. On and after the Effective Date of the Merger, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, and be subject to all the restrictions, disabilities and duties, of each of the Nelson Companies and Nelson Medical Marketing; and all real property and personal property, tangible and intangible, of every kind and description, belonging to each of the Nelson Companies and Nelson Medical Marketing shall be vested in Nelson Medical Marketing without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Nelson Companies and Nelson Medical Marketing shall not revert or be in any way impaired by reason of the Merger; and Nelson Medical Marketing shall be liable for all the debts, obligations, liabilities and duties of each of the Nelson Companies and Nelson Medical Marketing; and any claim existing or action or proceeding pending by or against any of the Nelson Companies and Nelson Medical Marketing may be enforced as if the Merger had not taken place. Neither the rights of creditors nor of the Nelson Companies and Nelson Medical Marketing nor any liens upon, or security interests in, any property of the Nelson Companies and Nelson Medical Marketing shall be impaired by the Merger.

10. Certificates of Merger. If the Agreement shall have been approved by the shareholder(s) entitled to vote the shares of capital stock of each of the Nelson Companies and Nelson Medical Marketing in the manner prescribed by the provisions of the New York Business Corporation Law, the Delaware General Business Law, the Florida Business Corporation Act, and the New Jersey Business Corporation Act, and if the Merger of each Nelson Company with and into Nelson Medical Marketing shall have been duly authorized in compliance with the laws of the State of New York, the State of New Jersey, the State of Florida, and the State of Delaware, the Nelson Companies and Nelson Medical Marketing hereby agree that they will cause to be executed, filed, and recorded any document or documents prescribed by the laws of the State of Delaware, the State of New York, the State of New Jersey, and the State of Florida, including but not limited to the Certificates of Merger in the form prescribed by law, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger, subject, however, to any provision or provisions contained hereinafter for abandoning this Agreement before or after the adoption thereof by the shareholders entitled to vote of the Surviving Corporation or before or after the authorization of the Merger on behalf of each of the Nelson Companies.

11. Authorization. The proper officers of each of the Nelson Companies and of Nelson Medical Marketing, respectively, are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger.

12. Termination or Abandonment. This Agreement and the Merger may be terminated and abandoned at any time prior to the Effective Date of the Merger by mutual action of the Boards of Directors of each of the Nelson Companies and Nelson Medical Marketing. In the event of the termination and abandonment of this Agreement and the Merger pursuant to this Section 12, this Agreement shall become void and have no effect, without any liability on the part of any party or its shareholder(s) or directors or officers in respect thereof.

13. Service of Process. Nelson Medical Marketing agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any Nelson Company, as well as for enforcement of any obligation of Nelson Medical Marketing arising from the Merger herein provided for. Nelson Medical Marketing hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and specifies the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 41 Madison Avenue, New York, New York 10010.

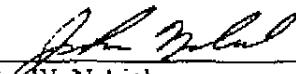
14. Headings. The headings of articles and sections herein are for convenience of reference only, do not constitute a part of this Agreement, and shall not be deemed to limit or affect any of the provisions hereof.

15. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together constitute one and the same instrument.

E020002409058

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of the date first above written.


NELSON MEDICAL MARKETING, INC.

By:   
John W. Nabial  
Executive Vice President

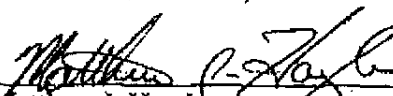
SCIENS WORLDWIDE ADVERTISING, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

NCI ADVERTISING - NEW JERSEY, INC.

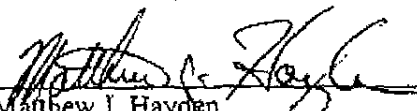
By:   
Matthew J. Hayden  
Chairman of the Board

NEW WORLD HEALTH, INC.

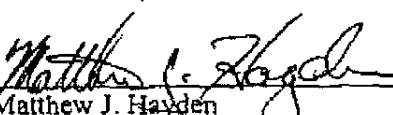
By:   
Matthew J. Hayden  
Chairman of the Board

H020002409058

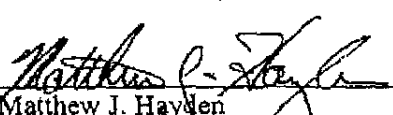
MEDISOLUTIONS, INC.

By:   
Matthew J. Hayden  
Co-Chairman of the Board

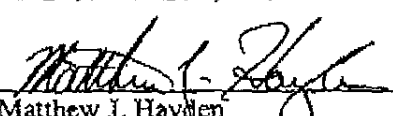
NCI NETWORK, INC.

By:   
Matthew J. Hayden  
Chairman of the Board


E-LAB MULTIMEDIA, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

SKYLINE GRAPHICS, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

INTERACTIONS MEDIA, INC.

By:   
Matthew J. Hayden  
Chairman of the Board

H020002409058

NELSON MARKETING SERVICES, INC.

By: Matthew J. Hayden  
Matthew J. Hayden  
Chairman of the Board

NELSON MANAGED SOLUTIONS, INC.

By: Matthew J. Hayden  
Matthew J. Hayden  
Co-Chairman of the Board

BIENESTAR/LCG COMMUNICATIONS, INC.

By: John W. Nabial  
John W. Nabial  
Executive Vice President

NCI MASTERSON ADVERTISING, INC.

By: Matthew J. Hayden  
Matthew J. Hayden  
Chairman of the Board

MEDISCIENCE ASSOCIATES, INC.

By: Matthew J. Hayden  
Matthew J. Hayden  
Chairman of the Board

NELSON HOLDINGS N.Y., INC.

By: Matthew J. Hayden  
Matthew J. Hayden  
Chairman of the Board