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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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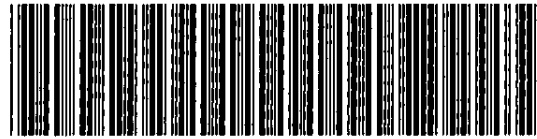
(Business Entity Name)

(Document Number)

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B. KOHR

MAR 3 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 468454 7479869

AUTHORIZATION :

COST LIMIT : \$ 60.00

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE
[Signature]

ORDER DATE : March 3, 2008

ORDER TIME : 10:0 AM

ORDER NO. : 468454-005

CUSTOMER NO: 7479869

ARTICLES OF MERGER

3D WEB MEDIA, LLC

INTO

VIRTUAL 3D, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109 and 608.4382 of the Florida Statutes.

FIRST: The name, street address of its principal office, jurisdiction, and entity type of each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
3D WEB MEDIA, LLC 716 E. PALMETTO PARK ROAD BOCA RATON, FL 33432	Florida	Limited Liability Company

Florida Document/Registration Number: L06000085187

SECOND: The name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VIRTUAL 3D, INC. 720 E. PALMETTO PARK ROAD BOCA RATON, FL 33432	Florida	Corporation

Florida Document/Registration Number: P96000048716

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by agreement, regulations or articles of organization of any limited liability company that is a party to the merger.

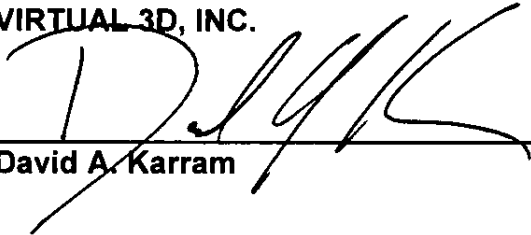
FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

SEVENTH: SIGNATURES FOR EACH PARTY:

VIRTUAL 3D, INC.

By:

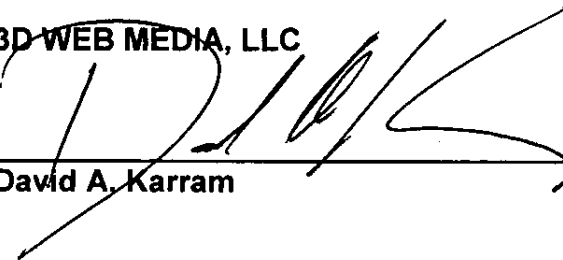


David A. Karram

Date: 3/1/08

3D WEB MEDIA, LLC

By:



David A. Karram

Date: 3/1/08

PLAN OF MERGER

The following Plan of Merger which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381 is being submitted in accordance with sections 607.1108, and 608.438, Florida Statutes.

FIRST: The name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
3D WEB MEDIA, LLC	Florida

SECOND: The name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
VIRTUAL 3D, INC.	Florida

THIRD:

A. The terms and conditions of the merger and the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the effective date of this merger, 100% of the membership interests of the merged party that shall be issued and outstanding at that time without more shall be converted into and exchanged for 100% of the issued and outstanding shares of the surviving party in accordance with this Plan. Each share of the surviving party's stock that is issued and outstanding on the effective date of this merger shall continue as outstanding shares of the surviving party's stock.

All shares of surviving party's stock into which all membership interests of the merged party shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.

On the effective date of this merger, the separate existence of the merged party shall cease, and the surviving party shall be fully vested in the merged party's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth under sections 608.4383, Florida Statutes and all applicable Florida law.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving party, in whole or in part, into cash or other property are as follows:
NONE

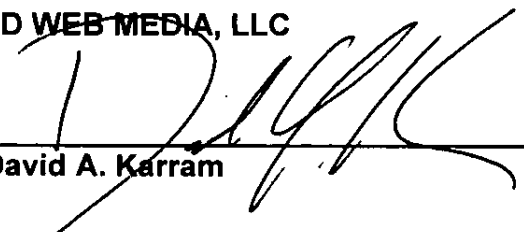
FOURTH: Other provisions, if any, relating to the merger:

Supplemental Action. If at any time after the effective date, the surviving party shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of surviving party or merged party, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of surviving party, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in surviving party, or to otherwise carry out the provisions of this Plan.

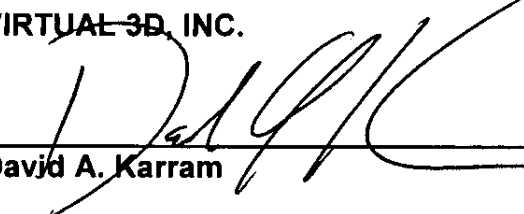
Filing with the Florida Secretary of State and Effective Date. Merged party and surviving party shall cause their respective officers and/or managers to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the surviving party to the Florida Department of State.

Effective Date. The effective date of this Plan shall be the date of filing of the Articles of Merger with the Florida Department of State.

FIFTH: Signatures for each party:

3D WEB MEDIA, LLC
By: 
David A. Karram

Date: 3/1/08

VIRTUAL 3D, INC.
By: 
David A. Karram

Date: 3/1/08

AGREEMENT OF MERGER

This Agreement of Merger ("Agreement"), is made on 3/1, 2008, by and between **VIRTUAL 3D, INC.**, a Florida limited liability company ("Surviving Party"), **3D WEB MEDIA, LLC**, a Florida corporation ("Merged Party") and David A. Karram ("David"), (collectively, the "Parties").

RECITALS

WHEREAS, the Parties desire to effectuate a merger and reorganization as more particularly set forth herein.

WHEREAS, immediately before the merger and reorganization, David owns all of the issued and outstanding membership interests of Merged Party and all of the issued and outstanding shares of Surviving Party.

NOW THEREFORE, in consideration of the premises and other good and valuable consideration the following plan or reorganization is hereby adopted, approved and agreed upon by the respective parties:

1. Merged Party merges into Surviving Party pursuant to the Plan of Merger and Articles of Merger to be filed with the Secretary of State of Florida, a copy of which are attached hereto;
2. Pursuant to the Plan of Merger, all of the issued and outstanding membership interests of Merged Party shall be converted into and exchanged for all of the issued and outstanding shares of Surviving Party; and

Upon the effective date of the Merger, the Surviving Party will issue appropriate certificates evidencing the respective ownership of the Parties hereto and all Parties shall execute all documents appropriate and necessary to effectuate this Plan of reorganization and merger.

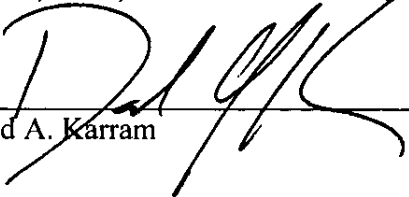
The Parties represent that each of the entities are duly organized, validly existing, and in good standing under the laws of the state of Florida, having all requisite power and authority to own its assets and carry on its business as presently conducted.

Nothing contained herein shall be deemed or construed to impair any contracts, rights, privileges and immunities of the Surviving Party.

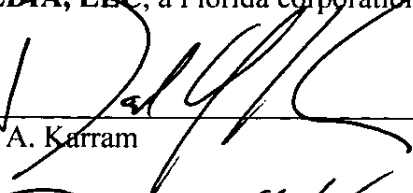
This Agreement has been entered into in the state of Florida and shall be governed by, construed under, and enforced in accordance with the laws of Florida.

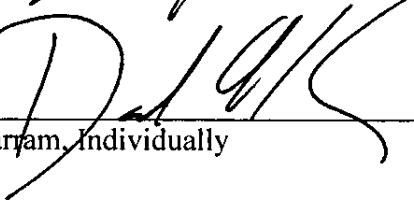
IN WITNESS WHEREOF, the parties have set their hands on 3/1, 2008.

VIRTUAL 3D, INC., a Florida limited liability company

By: 
David A. Karram

3D WEB MEDIA, LLC, a Florida corporation

By: 
David A. Karram


David A. Karram, Individually