

P97000042266
Resubmission

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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

(((H00000013539 2)))

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) 922-4000

From: Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : Z19980000054
Phone : (850) 681-6528
Fax Number : (850) 681-6011

FILED
00 MAR 27 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

DIGITAL EDITING SERVICES, INC. (A DELAWARE CORP)

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Merger

D. CONNELL MAR 29 2000

Electronic Filing Menu

Corporate Filing

Public Access Help

**Please assign date of original
filing of March 27, 2000**

<https://ccfss1.dos.state.fl.us/scripts/efilcovr.exe>

3/27/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIGITAL EDITING SERVICES, INC., a Florida corporation, P97000042266

INTO

DIGITAL EDITING SERVICES, INC., a Delaware corporation not qualified in
Florida

File date: March 27, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 28, 2000

DIGITAL EDITING SERVICES, INC.
2221 FORSYTH RD
UNIT A
ORLANDO, FL 32807US

SUBJECT: DIGITAL EDITING SERVICES, INC.
REF: F97000042266

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.

Please complete the date of adoption in #5 of the Articles of Merger.

The fax audit number is incorrect on the following pages: First page at top and bottom of the page and third page at the top of the page.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000013539
Letter Number: 100A00016901

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

(H00000013539 2)

**ARTICLES OF MERGER
OF
DIGITAL EDITING SERVICES, INC.
a Florida corporation
and
DIGITAL EDITING SERVICES, INC.
a Delaware corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1104, 607.1105 and 607.1107.

1. The names of the merging corporations are **DIGITAL EDITING SERVICES, INC.**, which is a corporation organized under the laws of the State of Florida ("DES Florida"), and the existence of which will cease, and **DIGITAL EDITING SERVICES, INC.**, which is a corporation organized under the laws of the State of Delaware and a wholly-owned subsidiary of DES Florida ("DES Delaware").
2. The Plan of Merger for merging DES Florida with and into DES Delaware is attached hereto as Exhibit "A".
3. Pursuant to the merger, each outstanding share of common stock of DES Delaware shall be issued on the effective date of merger pro rata to the holders of the stock of DES Florida upon surrender of any certificates therefor.
4. The merger shall become effective on the date the Articles of Merger are filed with the Secretary of State of the State of Delaware.
5. The Plan of Merger was approved and adopted by the Board of Directors and stockholders of DES Delaware by written consents dated as of March 27, 2000, and the Plan of Merger was approved and adopted by the Board of Directors and stockholders of DES Florida by written consents dated as of March 27, 2000.

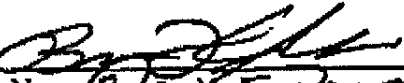
FILED
00 MAR 27 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-(H00000013539 2)

6. DES Delaware will continue to exist under the name "DIGITAL EDITING SERVICES, INC." pursuant to the provisions of the laws of the State of Delaware.


DIGITAL EDITING SERVICES, INC.
a Florida corporation

By:


Name: BRYAN L. ENGELLE
Title: VP

DIGITAL EDITING SERVICES, INC.
a Delaware corporation

By:


Name: BRYAN L. ENGELLE
Title: VP

(H00000013539 2)

Exhibit A

PLAN OF MERGER

FIRST, the name of the parent corporation is Digital Editing Services, Inc., a Florida corporation (the "Parent Corporation").

SECOND, the name of the subsidiary corporation, which is also the surviving corporation, is Digital Editing Services, Inc., a Delaware corporation (the "Surviving Corporation").

THIRD, the manner and basis of converting the shares of the Parent Corporation into shares of the Surviving Corporation is as follows:

- a. Each share of capital stock of the Surviving Corporation which shall be issued and outstanding on the effective date of this merger shall remain issued and outstanding.
- b. Each share of the capital stock of the Parent Corporation which shall be issued and outstanding on the effective date of this merger and all rights in respect thereof shall, upon consummation of the merger and without any action on the part of the holder thereof, be canceled.
- c. Each share of capital stock of the Surviving Corporation shall be issued on the effective date of the merger pro rata to the holders of the stock of the Parent Corporation upon surrender of any certificates therefor.

FOURTH, the articles of incorporation and by-laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the articles of incorporation and by-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

FIFTH, all of the directors and officers of the Surviving Corporation as shall be in office on the effective date of this merger shall remain in office until their respective successors are duly elected and qualified.

(H00000013539 2)

SIXTH, the Parent Corporation and the Surviving Corporation intend that this merger shall effect the complete liquidation of the Parent Corporation under Section 332 of the Internal Revenue Code of 1986, as amended.