



PA7000108664

ACCOUNT NO. : 072100000032
REFERENCE : 079620 4303929
AUTHORIZATION : Patricia Pizeto
COST LIMIT : \$ ~~78.75~~ \$96.25

ORDER DATE : December 28, 1998
ORDER TIME : 10:49 AM
ORDER NO. : 079620-005
CUSTOMER NO: 4303929
CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

ARTICLES OF MERGER

400002723184--0

HMK, LTD.


INTO

COOPER HMS PARTNERS
ADVERTISING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 3:44

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS: 

98 DEC 29 11:39
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

HMK, LTD.

INTO

COOPER HMS PARTNERS ADVERTISING, INC., a Florida entity,
P97000108664

File date: December 29, 1998

Corporate Specialist: Gretchen Harvey

Account number: 072100000032

Account charged: 96.25

**ARTICLES OF MERGER
OF
HMK, LTD., AN OHIO LIMITED LIABILITY COMPANY
INTO** *✓ P07000008664*
COOPER HMS PARTNERS ADVERTISING, INC., A FLORIDA CORPORATION

Pursuant to the provisions of Sections 607.1101, 607.1105 and 607.1107 of the Florida Business Corporation Act, HMK, LTD., an Ohio limited liability company ("HMK") and COOPER HMS PARTNERS ADVERTISING, INC., a Florida corporation ("COOPER HMS"), adopt the following Articles of Merger for the purpose of merging HMK with and into COOPER HMS (the "Merger").

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit "A".

SECOND: The Agreement and Plan of Merger was adopted by the members of HMK and the shareholders of COOPER HMS by unanimous written consent in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act effective as of December 31, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto effective as of the 23 day of Dec., 1998.

HMK, LTD.

By: COOPER HMS PARTNERS
ADVERTISING, INC.,
Its Sole Member

By: 
RIC COOPER, President

**COOPER HMS PARTNERS
ADVERTISING, INC.**

By: 
RIC COOPER, President

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective as of December 31, 1998, between **HMK, LTD.**, an Ohio limited liability company ("HMK"), and **COOPER HMS PARTNERS ADVERTISING, INC.**, a Florida corporation ("COOPER HMS") or the "Surviving Corporation").

HMK and COOPER HMS desire to effect the statutory merger of HMK with and into COOPER HMS, with COOPER HMS to survive such merger (the "Surviving Corporation").

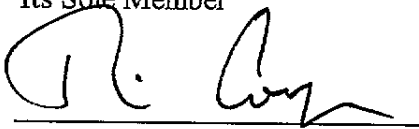
1. **Constituent Corporations.** HMK and COOPER HMS shall be parties to the merger (the "Merger") of HMK with and into COOPER HMS.
2. **Terms and Conditions of Merger.** HMK (the "Constituent Corporation") shall, pursuant to the provisions of the Ohio revised Code, be merged with and into COOPER HMS, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.
3. **Capital Stock; Member Interest; Conversion of Shares.** Upon the Effective Date, the entire member interest of HMK shall be retired. Upon the Effective Date, each issued and outstanding share of COOPER HMS Common Stock shall remain issued and outstanding.
4. **Articles of Incorporation.** The Articles of Incorporation of COOPER HMS as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of COOPER HMS as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of COOPER HMS in office on the Effective Date shall continue to be the directors and 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 Bylaws of the Surviving Corporation.
7. **Effective Date.** The Merger shall become effective on December 31, 1998 (the "Effective Date").

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8. Amendment of Plan of Merger. The Board of Directors of each of COOPER HMS and the Members of HMK are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the Florida Business Corporation Act.

HMK, LTD.

By: COOPER HMS PARTNERS
ADVERTISING, INC.,
Its Sole Member

By: 
RIC COOPER, President

**COOPER HMS PARTNERS
ADVERTISING, INC.**

By: 
RIC COOPER, President

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