

PA7000108664



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

ORDER DATE : December 28, 1998  
ORDER TIME : 10:51 AM  
ORDER NO. : 079620-015  
CUSTOMER NO: 4303929  
CUSTOMER: Ms. Jazmine Roman  
Greenberg Traurig  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 28 PM 4:00

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ARTICLES OF MERGER

HMS PARTNERS MIAMI, L.C.

INTO

COOPER HMS PARTNERS  
ADVERTISING, INC.

REC'D  
98 DEC 29 AM 11:39  
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
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CONTACT PERSON: Christopher Smith  
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Acknowledgement	<i>MP</i>
W. P. Verifier	<i>MP</i>

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HMS PARTNERS MIAMI, L.C.

INTO

**COOPER HMS PARTNERS ADVERTISING, INC.**, a Florida corporation,  
P97000108664

File date: December 28, 1998

Corporate Specialist: Michelle Hodges

Account number: 072100000032

Account charged: 96.25

**ARTICLES OF MERGER  
OF  
HMS PARTNERS MIAMI, L.C., A FLORIDA LIMITED LIABILITY COMPANY  
INTO  
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, <sup>L95-684</sup> HMS PARTNERS MIAMI, L.C., a Florida limited liability company ("HMS MIAMI") and <sup>P97-108664</sup> COOPER HMS PARTNERS ADVERTISING, INC., a Florida corporation ("COOPER HMS"), adopt the following Articles of Merger for the purpose of merging HMS MIAMI 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 HMS MIAMI 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 December, 1998.

**HMS PARTNERS MIAMI, L.C.**

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

By:   
RIC COOPER, President

**COOPER HMS PARTNERS  
ADVERTISING, INC.**

By:   
RIC COOPER, President

98 DEC 28 PM 4:00

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## AGREEMENT AND PLAN OF MERGER

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

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

1. **Constituent Corporations.** HMS MIAMI and COOPER HMS shall be parties to the merger (the "Merger") of HMS MIAMI with and into COOPER HMS.

2. **Terms and Conditions of Merger.** HMS MIAMI (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act, 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 HMS MIAMI 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.

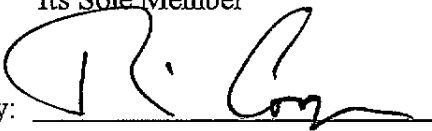
6. **Directors and Officers.** The directors and officers of COOPER HMS in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors 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").

8. **Amendment of Plan of Merger.** The Board of Directors of COOPER HMS and the Member of HMS MIAMI 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.

**HMS PARTNERS MIAMI, L.C.**

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

By:   
RIC COOPER, President

**COOPER HMS PARTNERS  
ADVERTISING, INC.**

By:   
RIC COOPER, President