

P97000108664



ACCOUNT NO. : 072100000032
REFERENCE : 079620 4303929
AUTHORIZATION : Patricia Piquero
COST LIMIT : \$ 78.75

FILED
98 DEC 28 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 1998
ORDER TIME : 10:50 AM
ORDER NO. : 079620-010
CUSTOMER NO: 4303929
CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

EFFECTIVE DATE
12/31/98

ARTICLES OF MERGER 200002723182--6

MCFARLAND & DRIER, A FLORIDA CORPORATION

INTO

COOPER HMS PARTNERS
ADVERTISING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS: _____

NOTED
93 DEC 29 11:11:39
DIVISION OF CORPORATION

*02250, 00561, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

MCFARLAND & DRIER, INC., a Florida corporation P94000077437

INTO

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

File date: December 28, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1998

RESUBMIT

Please give original
submission date as file date.

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: COOPER HMS PARTNERS ADVERTISING, INC.
Ref. Number: P97000108664

We have received your document for COOPER HMS PARTNERS ADVERTISING, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 998A00060718

RECEIVED

98 DEC 29 PM 1:53

OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/98

FILED
98 DEC 28 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MCFARLAND & DRIER, A FLORIDA CORPORATION
INTO
COOPER HMS PARTNERS ADVERTISING, INC., A FLORIDA CORPORATION

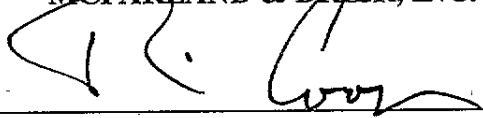
Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, MCFARLAND & DRIER, INC., a Florida corporation ("MCFARLAND") and COOPER HMS PARTNERS ADVERTISING, INC., a Florida corporation ("COOPER HMS"), adopt the following Articles of Merger for the purpose of merging MCFARLAND with and into COOPER HMS (the "Merger").

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

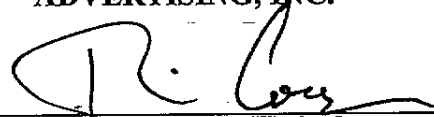
SECOND: The Agreement and Plan of Merger was adopted by the shareholders of MCFARLAND and COOPER HMS by unanimous written consent in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act effective as of December 31, 1998.

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.

MCFARLAND & DRIER, INC.

By: 
RIC COOPER, President

COOPER HMS PARTNERS
ADVERTISING, INC.

By: 
RIC COOPER, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective as of December 31, 1998, between **MCFARLAND & DRIER, INC.**, a Florida corporation ("MCFARLAND"), and **COOPER HMS PARTNERS ADVERTISING, INC.**, a Florida corporation ("COOPER HMS") or the "Surviving Corporation"). For each corporation, the date of adoption of the plan of merger was December 23, 1998.

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

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

2. **Terms and Conditions of Merger.** MCFARLAND (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), 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; Conversion of Shares.** Upon the Effective Date, the MCFARLAND Common Stock presently issued and outstanding 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.

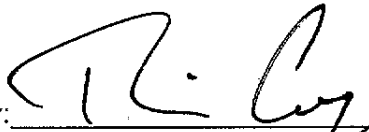
7. **Effective Date.** The Merger shall become effective on December 31, 1998 (the "Effective Date").

8. **Amendment of Plan of Merger.** The Board of Directors of each of COOPER HMS and MCFARLAND are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

MCFARLAND & DRIER, INC.

By: 
RIC COOPER, President

**COOPER HMS PARTNERS
ADVERTISING, INC.**

By: 
RIC COOPER, President