

P980000000237

David
& Wierenga P.C.

ATTORNEYS AT LAW | RONALD E. DAVID | JAMES R. WIERENGA

50 Monroe Avenue, NW Suite 720W Grand Rapids, MI 49503-2643
t. 616.454.3883 f. 616.454.3988 e. redgr@iserv.net

January 22, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Audience Development Group, Inc.

Dear Madam/Sir:

Enclosed are the following original documents:

1. Articles of Merger with attached Agreement and Plan of Merger
2. Special Resolutions of the Shareholders and Board of Directors of Audience Development Group, Inc., a Florida Corporation
3. Special Resolutions of the Shareholders and Board of Directors of Audience Development Group, Inc., a Michigan Corporation
4. Check for \$35 representing the filing fee

The surviving corporation, Audience Development Group, Inc., a Michigan Corporation, does not intend to do business within the State of Florida at this time or any time in the future. If it does intend to do business in Florida, it will file an application for certificate of foreign authority at that time.

If you need any other information to in order to recognize and certify this merger, please feel free to call or write me.

Cordially,

DAVID & WIERENGA, P.C.

Ronald E. David

Ronald E. David

RED/tal
Enclosures
cc: Alan and Rebecca Mason (w/o enclosures)

*Merger
2-8-01
RWS*

900003590599--2
-01/23/01--01123--003
*****35.00 *****35.00

900003590599--2
-02/08/01--01035--006
*****35.00 *****35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 29 PM 3:05

FILED

David & Wierenga P.C.

ATTORNEYS AT LAW | RONALD E. DAVID | JAMES R. WIERENGA

60 Monroe Avenue, NW Suite 720W Grand Rapids, MI 49503-2643
t. 616.454.3883 f. 616.454.3988 e. redgr@iserv.net

February 2, 2001

State of Florida
Division of Corporations
Attn: Doug Spitler
P.O. Box 6327
Tallahassee, FL 32314

Re: Audience Development Group, Inc.

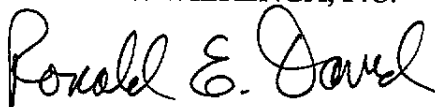
Dear Mr. Spitler:

I wish to thank you for notifying me of the additional fee involved regarding the merger. Pursuant to your conversation with my secretary, Sharon, I am enclosing a check made payable to the Florida Department of State in the amount of \$35.00 covering the additional fee.

If you need any other information to in order to recognize and certify this merger, please feel free to call or write me.

Cordially,

DAVID & WIERENGA, P.C.



Ronald E. David

RED/ski
Enclosure

ARTICLES OF MERGER
Merger Sheet

MERGING:

AUDIENCE DEVELOPMENT GROUP, INC., a Florida corporation,
P98000000237

INTO

AUDIENCE DEVELOPMENT GROUP, INC., a Michigan corporation not
qualified in Florida.

File date: January 29, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Audience Development Group, Inc.</u>	<u>Michigan</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Audience Development Group, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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01 JAN 29 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 31, 2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 31, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Audience Development
Group, Inc.

Signature Alan E. Marx

Alan C. Mason, President

Audience Development
Group, Inc.

Rebecca Z Mason

Rebecca L. Mason, Secretary

Audience Development
Group, Inc.

Don C. Mar

Alan C. Mason, President

Audience Development
Group, Inc.

Rebecca L Mason

Rebecca L. Mason, Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Audience Development Group, Inc.

Michigan

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Audience Development Group, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

See attached Agreement and Plan of Merger

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

See attached Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated effective January 1, 2001, by and between AUDIENCE DEVELOPMENT GROUP, INC., a Florida corporation (hereinafter referred to as the "Florida Corporation") and AUDIENCE DEVELOPMENT GROUP, INC., a Michigan corporation (hereinafter referred to as the "Michigan Corporation") (both being sometimes hereinafter referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the board of directors of each Constituent Corporation deems it advisable for the general welfare of its Constituent Corporations and its shareholders that the Constituent Corporations merge into a single corporation pursuant to this Plan of Merger and the applicable laws of the State of Michigan and State of Florida; and

WHEREAS, the Constituent Corporations desire to adopt this Plan of Merger as a Plan of Reorganization and to consummate the merger in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

NOW THEREFORE, the Constituent Corporations agree that the Florida Corporation shall be merged into the Michigan Corporation, which will be the surviving corporation in accordance with the applicable laws of the State of Michigan; that the name of the surviving corporation shall continue to be Audience Development Group, Inc. (which in its capacity as surviving corporation is hereinafter sometimes called the "Surviving Corporation"); and that the terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

SECTION 1 **EFFECTIVE DATE**

The merger provided for in this Plan of Merger shall become effective upon the completion of the following:

- (1) Adoption of this Plan of Merger by the Shareholders and Directors of the Constituent Corporations pursuant to the state laws of the Constituent Corporations;
- (2) Execution and filing of the Certificate of Merger and/or Articles of Merger as required by the laws of the Constituent Corporations.

The Constituent Corporations agree that the effective date of this merger, for accounting purposes only, shall be January 1, 2001, otherwise, upon the date of filing with the State authorities, and that all of the necessary documents required to effect said merger shall be filed with the appropriate offices of state government after the approval of this Plan of Merger by the Shareholders and Directors of the Constituent Corporations.

SECTION 2
GOVERNING LAW

The Surviving Corporation shall be governed by the laws of the State of Michigan.

SECTION 3
ARTICLES OF INCORPORATION

The Articles of Incorporation of the Michigan Corporation shall be the Articles of Incorporation of the Surviving Corporation from and after the effective date, subject to the right of the Surviving Corporation to thereafter amend its Articles of Incorporation in accordance with the laws of the State of Michigan.

SECTION 4
BYLAWS

The Bylaws of the Surviving Corporation shall be the Bylaws of the Michigan Corporation as in effect on the effective date of the merger, subject to the right of the Surviving Corporation to thereafter amend its Bylaws in accordance with the laws of the State of Michigan.

SECTION 5
MANNER OF CONVERTING SHARES

Conversion: The mode of carrying the merger into effect and the manner and basis of converting the shares of the Florida Corporation into the shares of the Michigan Corporation, the Surviving Corporation, is as follows:

Each share of common stock of the Florida Corporation, which is issued and outstanding on the effective date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one (1) share of voting common stock of the Michigan Corporation.

Exchange of Certificates: As promptly as practicable after the effective date, each holder of an outstanding certificate or certificates therefore representing shares of the Florida Corporation shall surrender the same and shall receive in exchange therefore, a certificate or certificates representing the number of whole shares of the Michigan Corporation into which the shares of the Florida Corporation represented by the certificate or certificates so surrendered shall have been converted.

SECTION 6
BOARD OF DIRECTORS AND OFFICERS

Until the election and qualification of their successors, the members of the board of directors of the Surviving Corporation shall be the board of directors of the Michigan Corporation in office on the effective date. The elected officers of the Surviving Corporation who shall continue in office at the pleasure of the board of directors of the Surviving Corporation, shall be the elected officers of the Michigan Corporation on the effective date.

SECTION 7
EFFECTIVE DATE OF MERGER

On the effective date, the separate existence of the Florida Corporation shall cease (except insofar as maintained by state law), and shall be merged with and into the Surviving Corporation. All property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to either of them, shall be transferred to and vested in the Surviving Corporation without further act of deed. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations, of each of the Constituent Corporations, and any claim or judgment against either of the Constituent Corporations as may be enforced against the Surviving Corporation.

SECTION 8
APPROVAL OF SHAREHOLDERS

This Plan of Merger shall be submitted to the Shareholders of the Constituent Corporations as provided for by the applicable laws of the State of Michigan and the State of Florida. There shall be required for the adoption of this Plan of Merger, the affirmative vote of the holders of at least two-thirds Percent (2/3%) of all of the shares of the Constituent Corporations.

SECTION 9
GENERAL PROVISION

Entire Plan: This Plan of Merger constitutes the entire plan between the parties and supersedes and cancels any other agreement, plan, representation or communication, whether oral or written, between the parties hereto relating to the transaction contemplated herein or subject matter hereof.

Headings: The section and subsection headings in this Plan of Merger are inserted for convenience only and shall not affect, in any way, the meaning or interpretation of this Plan of Merger.

Governing Law: This Plan of Merger shall be governed by and construed and enforced in accordance with the laws of the State of Michigan and the laws of the State of Florida.

Assignment: This Plan of Merger shall inure to the benefit of, and be binding upon, the parties hereto, their heirs, successors and assigns; provided, however, that any assignment by either party of its rights under this Plan of Merger without the written consent of the other party shall be void.

Approval of Plan: IN WITNESS WHEREOF, the respective presidents of the Constituent Corporations do hereby agree to and execute this Agreement and Plan of Merger.

AUDIENCE DEVELOPMENT GROUP, INC.
a Florida corporation

By: _____

Alan C. Mason

Its: President

AUDIENCE DEVELOPMENT GROUP, INC.
a Michigan corporation

By: _____

Alan C. Mason

Its: President

ATTESTED:

By: _____

Rebecca L. Mason

Its: Secretary

By: _____

Rebecca L. Mason

Its: Secretary