

P98000023375

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TRANSNATIONAL PRACTICE

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April 17, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

9000002496899--3  
-04/22/98--01089--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ATTENTION: AMENDMENT SECTION

RE: ARTICLES OF MERGER  
AMERICA DIRECT, INCORPORATED - FOREIGN CORPORATION  
AMERICA DIRECT MARKETING, INC. - DOMESTIC CORPORATION

To Whom it May Concern:

Enclosed herewith please find the following:

1. Original and Copy of Articles of Merger of Foreign Corporation into Domestic Corporation;
2. Plan of Merger;
3. My firm's check in the amount of \$70.00, representing the filing fee for same.

The above is being simultaneously filed in the State of Virginia, for the absorbed corporation.

Please file the Articles of Merger and return the stamp-filed copy of same to me at your earliest convenience. Thank you in advance for your attention to this matter.

Very truly yours,

  
Douglas Jovanovic

DJ/mhj

Enclosures

WP51\Merger.Let

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
TLL APR 28 1998

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AMERICA DIRECT, INCORPORATED, a Virginia corporation not qualified in Florida.

INTO

**AMERICA DIRECT MARKETING, INC.,** a Florida corporation, P98000023378.

File date: April 22, 1998

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER OF FOREIGN  
CORPORATION INTO DOMESTIC CORPORATION**

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of Corporation	State of Corporation
America Direct, Incorporated	Virginia
America Direct Marketing, Inc.	Florida

AMERICA DIRECT MARKETING, INC. is the surviving corporation.

2. The laws of Virginia under which the constituent foreign corporation is organized permit merger.

3. The name of the surviving corporation is AMERICA DIRECT MARKETING, INC., and it is to be governed by the laws of the State of Florida.

4. The following plan of merger was approved by the directors and shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, and was approved by the directors and shareholders of the undersigned foreign corporation in the manner prescribed by the laws of the Commonwealth of Virginia under which it is organized.

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class	Number of Shares
America Direct, Incorporated	100	Common	100
America Direct Marketing, Inc.	1,000	Common	1,000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and, as to each class entitled to vote as a class, the number of shares of that class voted for and against the plan, respectively, are as follows:

Name of Cor- poration	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
America Direct Incorporated	100	0	Common	100	0
America Direct Marketing Inc.	1000	0	Common	1000	0

7. If the surviving corporation is to be governed by the laws of any state other than the State of Florida, the surviving corporation:

(a) Agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the domestic corporation against the surviving corporation;

(b) Irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any proceeding; and

(c) Agrees that it will promptly pay to the dissenting shareholders of the domestic corporation the amount, if any, to which they are entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

Dated March 25, 1998,

AMERICA DIRECT, INCORPORATED

BY:

  
EDWARD I. NELSON, its President

Attest:

  
CARLA H. NELSON, its secretary

STATE OF FLORIDA )  
COUNTY OF BROWARD )

THE FOREGOING INSTRUMENT, was acknowledged before me by EDWARD I. NELSON and CARLA I. NELSON, as President and Secretary of America Direct Incorporated, who are personally known to me or who have produced their driver's license as identification and who did take an oath.

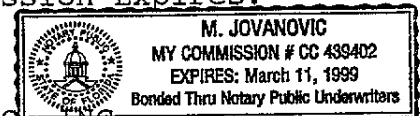
WITNESS my hand and official seal in the County and State last aforesaid this 25 day of March, 1998.

  
Notary Public

Typed Name: \_\_\_\_\_

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



AMERICA DIRECT MARKETING, INC.

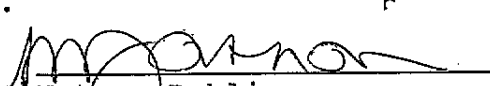
BY: 

EDWARD I. NELSON, its President  
and Secretary

STATE OF FLORIDA )  
COUNTY OF BROWARD )

THE FOREGOING INSTRUMENT, was acknowledged before me by EDWARD I. NELSON, who is personally known to me or who has produced his driver's license as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of March, 1998.

  
Notary Public

Typed Name: \_\_\_\_\_

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

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## PLAN OF MERGER

Plan of Merger dated March 25, 1998 between AMERICA DIRECT MARKETING, INC., a Florida corporation, referred to as the surviving corporation, and AMERICA DIRECT, INCORPORATED, a Virginia corporation, referred to as the absorbed corporation.

### STIPULATIONS

A. Surviving corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3101 N. Federal Highway, Suite 302, Fort Lauderdale, FL 33306.

B. Surviving corporation has a capitalization of One Thousand (1,000) authorized shares of \$1.00 common stock, of which One Thousand (1,000) shares are issued and outstanding.

C. Absorbed corporation is a corporation organized and existing under the laws of the State of Virginia with its principal office at 9606 Blincoe Court, Burke, Virginia 22015.

D. Absorbed corporation has a capitalization of One Hundred (100) authorized shares of \$1.00 common stock of which One Hundred (100) shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that absorbed corporation be merged into surviving corporation, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

### **Section One Merger**

Absorbed corporation shall merge with and into surviving corporation, which shall be the surviving corporation.

### **Section Two Terms and Conditions**

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation

shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

### **Section Three Conversion of Shares**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 common stock of absorbed corporation's issued and outstanding on the effective date of the merger shall be converted into ten (10) shares of the \$1.00 common stock of surviving corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate

for his or her shares in the surviving corporation.

**Section Four**  
**Changes in Articles of Incorporation**

The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

**Section Five**  
**Changes in Bylaws**

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**Section Six**  
**Director and Officer**

Edward I. Nelson, the director and officer of the surviving corporation on the effective date of the merger shall continue as the director and officer of the surviving corporation for the full unexpired terms of his office and until his successor has been elected or appointed and qualified.

**Section Seven**  
**Prohibited Transactions**

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida and Virginia to consummate this merger.

**Section Eight**  
**Approval by Shareholders**

This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Virginia at meetings to be held on or before March 25, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

**Section Nine**  
**Effective Date of Merger**

The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State and the Virginia State Corporations Commission.



**Section Ten  
Abandonment of Merger**

This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before March 26, 1998; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the State of Virginia.

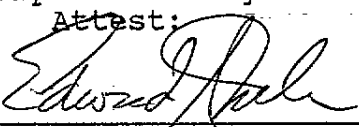
**Section Eleven  
Execution of Agreement**

This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

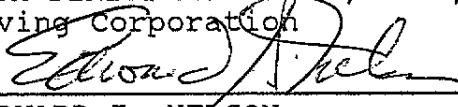
[Corporate seal]

Attest:

  
EDWARD I. NELSON, its  
Secretary

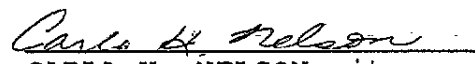
AMERICA DIRECT MARKETING, INC./  
Surviving Corporation

By:

  
EDWARD I. NELSON,  
its President

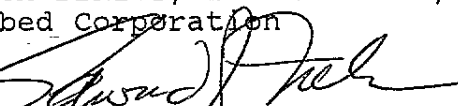
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Attest:

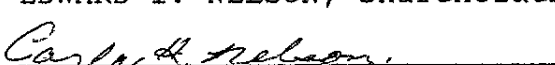
  
CARLA H. NELSON, its  
Secretary

AMERICA DIRECT, INCORPORATED/  
Absorbed Corporation

By:

  
EDWARD I. NELSON,  
its President

  
EDWARD I. NELSON, Shareholder

  
CARLA H. NELSON, Shareholder