

To:
Subject: 000693.95110

From: Ricky Soto

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Division of Corporations

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To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

JUST PASSING TIME, INC.

Certificate of Status	0
Certified Copy	1
Page Count	95 06
Estimated Charge	\$113.75

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2008 OCT 31 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
of
JUST PASSING TIME, INC.
(a Florida corporation)
And
WWW.WATCHRDEALS.COM INCORPORATED
(a Florida corporation)
and
CLAMOR IMPEX INC.
(a Florida corporation)

2008 OCT 31 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), **JUST PASSING TIME, INC.**, a Florida corporation (the "Surviving Corporation"), **WWW.WATCHRDEALS.COM INCORPORATED**, a Florida corporation (the "Company"), and **CLAMOR IMPEX INC.**, a Florida corporation ("Clamor") (the Company and Clamor are hereinafter collectively referred to as the "Disappearing Corporations"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Plan of Merger dated October 31, 2008, describing the merger between the Disappearing Corporations and the Surviving Corporation.
2. **Effective Time.** The merger of the Disappearing Corporations with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective upon the filing of these Articles of Merger with the Florida Department of State.
3. **Adoption of Plan of Merger.** The Plan of Merger was adopted and approved in accordance with the provisions of the Act by the sole shareholder and the Board of Directors of each Disappearing Corporation and the Surviving Corporation. Subsequent to the execution of the Plan of Merger by the respective parties, the President or any Vice President of each Disappearing Corporation and the Surviving Corporation shall cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as may be necessary or proper to render effective the merger between the Disappearing Corporations and the Surviving Corporation.

[SIGNATURE BLOCKS ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of the Surviving Corporation and the Disappearing Corporations this 31st day of October, 2008.

SURVIVING CORPORATION:

JUST PASSING TIME, INC., a Florida corporation

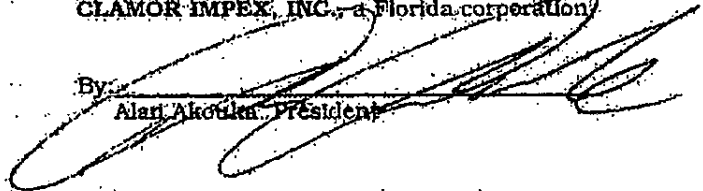
By: 
Alan Alouka, President

DISAPPEARING CORPORATIONS:

WWW.WATCHRDEALS.COM INCORPORATED,
a Florida corporation

By: 
Alan Alouka, President

CLAMOR IMPEX, INC., a Florida corporation

By: 
Alan Alouka, President

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PLAN OF MERGER
of
JUST PASSING TIME, INC.
(a Florida corporation)
And
WWW.WATCHRDEALS.COM INCORPORATED
(a Florida corporation)
and
CLAMOR IMPEX INC.
(a Florida corporation)

THIS PLAN OF MERGER, (the "Plan") is entered into as of this 31st day of October, 2008, by and between **JUST PASSING TIME, INC.**, a Florida corporation, (the "Surviving Corporation"), **WWW.WATCHRDEALS.COM INCORPORATED**, a Florida corporation, ("WATCHRDEALS"), and **CLAMOR IMPEX INC.**, a Florida corporation ("Clamor") WATCHRDEALS and Clamor hereinafter collectively referred to as the "Disappearing Corporations".

R E C I T A L S:

A. Each Disappearing Corporation and the Surviving Corporation are corporations duly organized and existing under the laws of the State of Florida.

B. The sole shareholder of each of the Disappearing Corporations and the Surviving Corporation believe that the merger of WATCHRDEALS and Clamor into the Surviving Corporation would be advantageous and beneficial to the respective parties.

D. The Disappearing Corporations and the Surviving Corporation have agreed that WATCHRDEALS and Clamor shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan and in order to consummate the transactions described above, WATCHRDEALS, Clamor and the Surviving Corporation agree as follows:

1. **Merger.** WATCHRDEALS and Clamor shall be merged with and into the Surviving Corporation.

2. **Filing and Effective Time.** The Surviving Corporation shall file Articles of Merger with the Florida Department of State pursuant to Section 607.1109 of the Florida Business Corporation Act ("FBCA"). The effective date of the merger (the "Effective Date") shall be the date on which the Articles of Merger are filed with the Florida Department of State.

3. **Surviving Corporation.** The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the FBCA, and all the property, rights, privileges, and powers of each of the Surviving Corporation and the

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Disappearing Corporations shall vest in the Surviving Corporation, and all debts, liabilities and duties of each of the Surviving Corporation and the Disappearing Corporations shall become the debts, liabilities and duties of the Surviving Corporation. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall remain the Articles of Incorporation and the Bylaws of the Surviving Corporation following the merger without amendment.

4. **Disappearing Corporations.** The separate existence of WATCHRDEALS and Clamor shall cease upon the Effective Date of the merger.

5. **WATCHRDEALS Stock.** WATCHRDEALS has 100 shares of outstanding common stock (the "WATCHRDEALS Stock"), which WATCHRDEALS Stock is the only class of securities outstanding of WATCHRDEALS.

6. **Clamor Stock.** Clamor has 100 shares of outstanding common stock (the "Clamor Stock") (the Clamor Stock and WATCHRDEALS Stock, collectively the "Stock"), which Clamor Stock is the only class of securities outstanding of Clamor.

7. **Surviving Corporation Stock.** The Surviving Corporation has 100 shares of outstanding common stock (the "JPT Stock"), which JPT Stock is the only class of securities outstanding of the Surviving Corporation.

8. **Terms of the Merger.** On the Effective Date, by virtue of the merger, the Stock of both Disappearing Corporations issued and outstanding immediately prior to the Effective Date shall extinguish and cease to exist. Certificates of each Disappearing Corporation evidencing ownership of any of its shares shall be cancelled. The JPT Stock issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding.

9. **Approval.** The transactions contemplated by this Plan have previously been submitted to and approved by the sole shareholder and the Board of Directors of each Disappearing Corporation and the Surviving Corporation. Subsequent to the execution of this Plan by the respective parties, the President or any Vice President of each Disappearing Corporation and the Surviving Corporation shall cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as may be necessary or proper to render effective the merger contemplated by this Plan.

10. **Governing Law.** This Plan shall be construed in accordance with, and governed by the laws of the State of Florida, without resort to choice of law principles.

11. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

12. **Counterparts.** This Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

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IN WITNESS WHEREOF, the duly authorized officers of the consultant corporations have executed this Plan as of the date first above written.

SURVIVING CORPORATION:

JUST PASSING TIME, INC., a Florida corporation.

By: 
Alan Alonzo, President

DISAPPEARING CORPORATIONS:

WWW.WATCHRDEALS.COM INCORPORATED,
a Florida corporation

By: 
Alan Alonzo, President

GLAMOR IMPEX, INC., a Florida corporation.

By: 
Alan Alonzo, President

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