

P990000021656
Law Offices
HOLLAND & KNIGHT LLP

First Union Building, Suite 400
700 South Babcock Street
Melbourne, Florida 32901
407-984-2700
FAX 407-723-4092
www.hklaw.com

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August 6, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-08/09/99--01101--006
*****70.00 *****70.00

Re: Merger of Keen Marketing Service, Inc., a
New York corporation, into Keen Marketing
Service, Inc., a Florida corporation

FILED
99 OCT 25 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

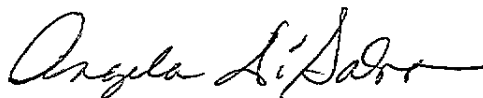
Dear Sirs:

Enclosed are an original and one copy of the Articles of Merger of Domestic and Foreign Corporations Into Keen Marketing Service, Inc., together with our check in the amount of \$70 to cover your fee for filing same.

Please file the original and return a copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,



Angela DiSalvo
Legal Assistant to
Patrick F. Healy, Esq.

/ads
Enclosures

MEL1 #431455 v1



V. SHEPARD OCT 27 1999

**ARTICLES OF MERGER
Merger Sheet**

MERGING: _____

KEEN MARKETING SERVICE, INC., a New York corporation not qualified in
Florida

INTO

KEEN MARKETING SERVICE, INC., a Florida entity, P99000021656.

File date: October 25, 1999

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 17, 1999

PATRICK F. HEALY, ESQ.
HOLLAND & KNIGHT LLP
700 SOUTH BABCOCK ST., STE. 400
MELBOURNE, FL 32901

SUBJECT: KEEN MARKETING SERVICE, INC.
Ref. Number: P99000021656

We have received your document for KEEN MARKETING SERVICE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 899A00041486

Law Offices

HOLLAND & KNIGHT LLP

1499 South Harbor City Boulevard, Suite 201
Melbourne, Florida 32901

407-951-1776
FAX 407-951-1849
www.hklaw.com

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Tampa
Washington, D.C.
West Palm Beach

October 21, 1999

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Keen Marketing Service, Inc.
Ref. Number: P99000021656

RECEIVED
99 OCT 25 AM 7:47
DIVISION OF CORPORATIONS

Dear Ms. Shepard:

Enclosed herewith please find an original and copy of Articles of Merger for the above-referenced corporation which has been corrected pursuant to your letter of August 17, 1999, a copy of which is enclosed.

Kindly file the Articles of Merger and return a stamped copy to the undersigned in the envelope provided for your convenience.

Sincerely,



Angela DiSalvo,
Legal Assistant to
Patrick F. Healy, Esq.

/ads
Enclosures

MEL1 #434212 v1

**ARTICLES OF MERGER OF DOMESTIC
AND FOREIGN CORPORATIONS INTO**

KEEN MARKETING SERVICE, INC.

FILED
99 OCT 25 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Keen Marketing Service, Inc., formerly known as Keen Metal Service, Inc., a New York corporation; and hereinafter "Keen - New York"

Keen Marketing Service, Inc., a Florida corporation, hereinafter "Keen - Florida"

Keen Marketing Service, Inc., the Florida corporation, is the surviving corporation.

2. The laws of the State of New York under which the constituent foreign corporation is organized permit merger.

3. The name of the surviving corporation is Keen Marketing Service, Inc. and it is to be governed by the laws of the State of Florida.

4. The following plan of merger was approved on August 5, 1999 by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, and was approved on August 5, 1999 by the shareholders of the undersigned foreign corporation in the manner prescribed by the laws of the State of New York under which it is organized:

**PLAN OF MERGER
OF
KEEN MARKETING SERVICE, INC.**

Plan of merger dated August 5, 1999 between KEEN MARKETING SERVICE, INC., referred to as the surviving corporation, and KEEN MARKETING SERVICE, INC., referred to as the absorbed corporation.

STIPULATIONS

A. Keen Marketing Service, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 5212 Wedgewood Lane, Sarasota, Florida 34235.

B. Keen Marketing Service, Inc. has a capitalization of 1,000 authorized shares of common stock, of which 100 shares are issued and outstanding.

C. Keen Marketing Service, Inc. is a corporation organized and existing under the laws of the State of New York with its principal office at 5212 Wedgewood Lane, Sarasota, Florida 34235.

D. Keen Marketing Service, Inc. has a capitalization of 200 authorized shares of common stock of which 30 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 Keen Marketing Service, Inc. (New York) be merged into Keen Marketing Service, Inc. (Florida) 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. Keen Marketing Service, Inc. (New York) shall merge with and into Keen Marketing Service, Inc. (Florida), which shall be 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 common stock of Keen Marketing Service, Inc. (New York) issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of Keen Marketing Service, Inc.,

which share 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 Keen Marketing Service, Inc. 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 Keen Marketing Service, Inc. (Florida) shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation Keen Marketing Service, Inc. on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified or as of the effective date of the merger shall be as follows:

William Keen

Sole Director
President
Secretary
Treasurer

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 the State of New York 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 New York at meetings to be held on or before August 5, 1999, 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.

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 August 5, 1999; 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 New York.

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.

Attest: _____

KEEN MARKETING SERVICE, INC.
(Florida)

By: _____
William Keen, President

Attest: _____

KEEN MARKETING SERVICE, INC.
(New York)

By: _____
William Keen, President

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:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Keen – New York	30	Common	30
Keen – Florida	100	Common	100

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:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Keen – New York	30	0	Common	30	0
Keen – Florida	100	0	Common	100	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.

8. The effective date of the merger shall be the date of the filing of these Articles of Merger.

Dated: August 5, 1999

KEEN MARKETING SERVICE, INC.

By: William E. Keen
William Keen, President

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 5 day of August, 1999, by William Keen, President of Keen Marketing Service, Inc., a New York corporation, on behalf of the corporation. William Keen has produced a Drivers license as identification.

(SEAL)

Patrick F. Healy

Notary Public-State of Florida
Commission Number: _____



Patrick F. Healy
MY COMMISSION # CC817486 EXPIRES
May 20, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Dated: August 5, 1999

KEEN MARKETING SERVICE, INC.

By: William E Keen
William Keen, President

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 5 day of August, 1999, by William Keen, President of Keen Marketing Service, Inc., a Florida corporation, on behalf of the corporation. William Keen has produced a drivers license as identification.

(SEAL)

Pat F Healy
Notary Public-State of Florida
Commission Number: _____

MEL1 #431401 v1



Patrick F. Healy
MY COMMISSION # CC817486 EXPIRES
May 20, 2003
BONDED THRU TROY FAIN INSURANCE, INC.