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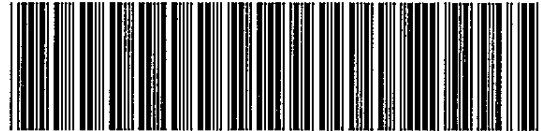
(Business Entity Name)

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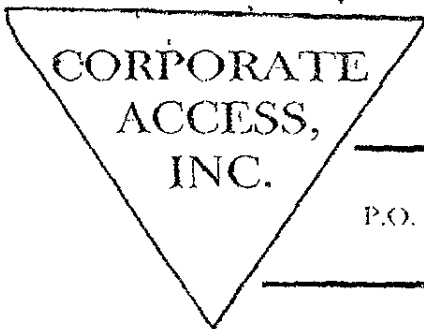
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05 OCT 25 PM 3:50
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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
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Merger

1. BF Acquisition Group III, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF MERGER
of
BF ACQUISITION GROUP III, INC., a Florida corporation; and
FUNDRAISINGDIRECT.COM, INC., a Delaware Corporation; and
IMPRINTS PLUS, INC., a Delaware Corporation;
into
IPI FUNDRAISING, INC., a Delaware Corporation

05 OCT 25 PM 3:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between BF Acquisition Group III, Inc., a Florida corporation ("**BF Acquisition Group**"); FundraisingDirect.com, Inc., a Delaware Corporation ("**FundraisingDirect**"); Imprints Plus, Inc., a Delaware corporation ("**Imprints Plus**"); and IPI Fundraising, Inc., a Delaware corporation (the "**Surviving Corporation**"). BF Acquisition Group, FundraisingDirect and Imprints Plus shall collectively be referred to as the "**Disappearing Corporations**" or each a "**Disappearing Corporation**." Collectively all of the Disappearing Corporations and Surviving Corporation are the "**Constituent Corporations**").

Under §607.1107 of the Florida Business Corporation Act (the "**Act**"), the Constituent Corporations adopt the following Articles of Merger.

1. The Plan of Merger ("**Plan of Merger**") adopted pursuant to that Agreement and Plan of Merger dated February 8, 2005 ("**Merger Agreement**"), between, inter alia, each Disappearing Corporation and the Surviving Corporation was approved, adopted, certified, executed and acknowledged by the directors and the shareholders of each Disappearing Corporation on February 8, 2005 and was approved, adopted, certified, executed and acknowledged by the directors and the shareholders of the Surviving Corporation on February 8, 2005.

2. Under the Plan of Merger, all issued and outstanding shares of each Disappearing Corporation's stock will disappear by means of a merger of each Disappearing Corporation into the Surviving Corporation with the Surviving Corporation as the surviving corporation (the "**Merger**"). The certificate of incorporation of the Surviving Corporation shall be the Surviving Corporation's certificate of incorporation.

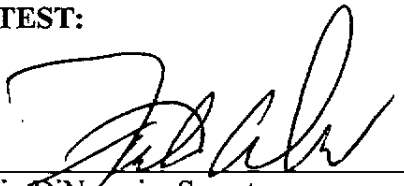
3. The Plan of Merger is attached as **Exhibit A** and incorporated by reference as if fully set forth. The executed Merger Agreement is on file at the office of the Surviving Corporation located at 4 Mill Park Ct., Newark, Delaware 19713. A copy of the Merger Agreement will be provided on request without cost, to any stockholder of any Constituent Corporation.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on October 27, 2005, but in no event prior to the filing of these Articles of Merger with the Secretary of State of Florida or prior to the filing of the appropriate Certificate of Merger with the Secretary of State of Delaware.

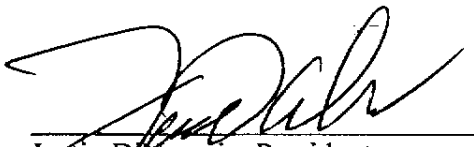
EFFECTIVE DATE
10-27-05

IN WITNESS WHEREOF, the parties have set their hands on October 24, 2005.

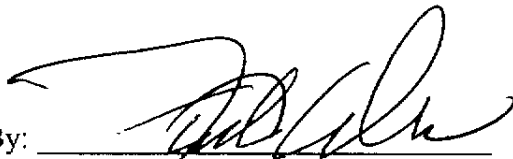
ATTEST:


Justin DiNorscia, Secretary


SURVIVING CORPORATION:

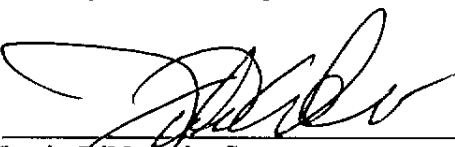

Justin DiNorscia, President.
IPI Fundraising, Inc.

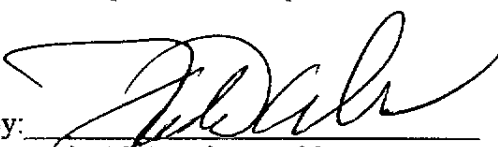
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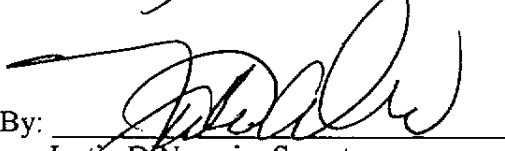
By: 
Justin DiNorscia, Secretary
BF Acquisition Group III, Inc.

DISAPPEARING CORPORATIONS:

By: 
Justin DiNorscia, President
BF Acquisition Group III, Inc.

By: 
Justin DiNorscia, Secretary
FundraisingDirect.com, Inc.

By: 
Justin DiNorscia, President
FundraisingDirect.com, Inc.

By: 
Justin DiNorscia, Secretary
Imprints Plus, Inc.

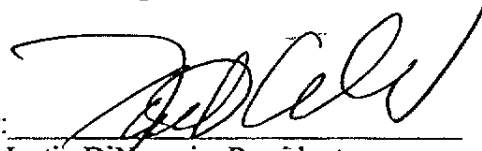
By: 
Justin DiNorscia, President
Imprints Plus, Inc.

Exhibit A

PLAN OF MERGER

Merger between BF Acquisition Group III, Inc., a Florida corporation ("**BF Acquisition Group**"); FundraisingDirect.com, Inc., a Delaware Corporation ("**FundraisingDirect**"); Imprints Plus, Inc., a Delaware corporation ("**Imprints Plus**"); and IPI Fundraising, Inc., a Delaware corporation (the "**Surviving Corporation**"). BF Acquisition Group, FundraisingDirect and Imprints Plus shall collectively be referred to as the "**Disappearing Corporations**" or each a "**Disappearing Corporation**." Collectively all of the Disappearing Corporations and the Surviving Corporation are the "**Constituent Corporations**". This Merger is being effected pursuant to this Plan of Merger ("**Plan**") in accordance with the provisions of the Delaware General Corporation Law (the "**DGCL**") and the Florida Business Corporation Act (the "**FBCA**").

1. **Certificate of Incorporation and Bylaws.** The Certificate of Incorporation of Surviving Corporation in effect immediately before the Effective Date of the Merger (the "**Effective Date**" or the "**Effective Time**") shall, without any changes, be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law. The Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation.

2. **Effect of the Merger on Capital Stock.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of the capital stock of any of the Constituent Corporations:

(a) **Cancellation of Capital Stock of Surviving Corporation.** Each issued and outstanding share of the capital stock of Surviving Corporation issued prior to the Effective Time shall be canceled and retired and shall cease to exist and no stock of Surviving Corporation or other consideration shall be delivered in exchange therefore.

(b) **Cancellation of BF Acquisition Group-Owned FundraisingDirect Common Stock.** Any shares of FundraisingDirect common stock that are owned by BF Acquisition Group shall be canceled and retired and shall cease to exist and no stock of Surviving Corporation or other consideration shall be delivered in exchange therefore.

(c) **Conversion of Stock.** Each issued and outstanding share (other than any dissenting shares) of BF Acquisition Group series A preferred stock, BF Acquisition Group common stock, FundraisingDirect common stock (other than as provided in Section 2(b) above), and Imprints Plus Common Stock shall be converted into the right to receive the applicable Merger Consideration (as described in Section 2(d) below), and BF Acquisition Group, FundraisingDirect and Imprints Plus shall automatically disappear into the Surviving Corporation, and each holder of a certificate representing any Disappearing Company's shares shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration.

(d) Merger Consideration. The aggregate maximum consideration payable by the Surviving Corporation in connection with the Merger (the "**Merger Consideration**") will be a maximum of ten million sixty four thousand six hundred twenty eight (10,064,628) shares of the Surviving Corporation's common stock, par value \$.001 ("**Surviving Corporation Common Stock**") and 3,000,000 shares of the Surviving Corporation's series A preferred stock, par value \$.50 ("**Surviving Corporation Preferred Stock**"). The holders of (i) BF Acquisition Group series A preferred stock shall be entitled to receive in exchange for each share of BF Acquisition Group series A preferred stock one (1) share of the Surviving Corporation Preferred Stock; (ii) BF Acquisition Group common stock shall be entitled to receive in exchange for each share of BF Acquisition Group common stock one (1) share of the Surviving Corporation Common Stock; (iii) FundraisingDirect common stock shall be entitled to receive in exchange for each share of FundraisingDirect common stock one hundred (100) shares of the Surviving Corporation Common Stock; and (iv) Imprints Plus common stock shall be entitled to receive in exchange for each share of Imprints Plus common stock one (1) share of the Surviving Corporation Common Stock.

(e) Imprints Plus Stock Options. At the Effective Time, all then outstanding options, whether vested or unvested, ("**Imprints Plus Options**") to purchase Imprints Plus common stock issued under Imprints Plus's 2004 Stock Option Plan (the "**Imprints Plus Option Plan**") or otherwise that by their terms survive the Closing, will be assumed by Surviving Corporation in accordance with the Agreement and Plan of Merger.

3. Satisfaction of Rights of Surviving Corporation Shareholders. All shares of Surviving Corporation's stock into which each Disappearing Corporation stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such exchanged shares.

4. Fractional Shares. No fractional shares of the Surviving Corporation will be issued as a result of the Merger. Fractional shares shall be rounded up to the nearest whole share, and any stockholder of the Surviving Corporation who would otherwise be entitled to a fractional share of the Surviving Corporation's Common Stock pursuant to this Plan will be entitled to a whole share.

5. Effect of Merger. On the Effective Date, the separate existence of each of BF Acquisition Group, FundraisingDirect and Imprints Plus shall cease and each of these corporations shall be merged with and into the Surviving Corporation. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL and FBCA. Without limiting the generality of the foregoing, at and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations.

The persons whose names appear below shall be appointed to the position of the Surviving Corporation set forth next to their name until their successors are appointed or elected and shall qualify:

Justin DiNorscia	Director, President, Chief Executive Officer, Secretary
Dan Caputo, Jr.	Interim Chief Financial Officer
Diane DiNorscia	V.P. Human Resources and Administration
Thomas P. Hynson	National Sales Director
Giacomo Bonvetti	Operations Manager
Bradley S. Cantwell	Director
Joseph T. Drennan	Director

6. **Supplemental Action.** If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporations, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. **Filing with the Secretary of State of the State of Delaware and Florida and Effective Date.** Upon the Closing, as provided in the Agreement and Plan of Merger, of which this Plan is a part, each Disappearing Corporation and Surviving Corporation shall cause their respective Presidents or Vice Presidents to execute a Certificate of Merger or Articles of Merger, as the case may be, and upon such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger or Articles of Merger, as applicable, as if fully set forth in such Certificate or Articles and shall become an exhibit to such Certificate of Merger or Articles of Merger. Thereafter, such Certificate of Merger or Articles of Merger shall be delivered for filing by Surviving Corporation to the Delaware Secretary of State and the Florida Secretary of State. In accordance with the DGCL and FBCA, the Certificate of Merger and Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Certificate of Merger with the Delaware Secretary of State.

8. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by any one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with the DGCL and the FBCA.

9. **Termination.** At any time before the Effective Date (whether before or after filing of the Certificate of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.