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MERGER OR SHARE EXCHANGE

BLUE SKY GRAPHICS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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TALLAHASSEE FLORIDA

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merger

H06000280306

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BLUE SKY GRAPHICS, INC.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

E. Mattias Jannerbo, Esq.

(Contact Person)

Miller & Martin PLLC

(Firm/Company)

832 Georgia Avenue, Suite 1000

(Address)

Chattanooga, TN 37402-2289

(City, State and Zip Code)

For further information concerning this matter, please call:

Sharon Diegel, Paralegal

(Name of Contact Person)

at (423) 785-8415

(Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CMJ Ventures, Inc.	Florida	Corporation
Blue Sky Graphics, Inc.	Delaware	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Blue Sky Graphics, Inc.	Delaware	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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H06000280306

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

As of the end of business on December 1, 2006

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

160 Greentree Drive, Suite 101

Dover, Delaware 19904

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: 7625 Hamilton Park Drive, Suite 12

Chattanooga, TN 37421

Mailing address: 7625 Hamilton Park Drive, Suite 12

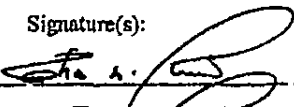
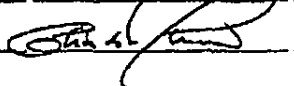
Chattanooga, TN 37421

H06000280306

H06000280306

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CMJ Ventures, Inc.		Charles L. Thompson
Blue Sky Graphics, Inc.		Charles L. Thompson

Corporations:

Chairman, Vice Chairman, President or Officer

*(If no directors selected, signature of incorporator.)***General Partnerships:**

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") was approved on November 20, 2006, by CMJ Ventures, Inc. ("CMJ"), a Florida corporation, by written consent adopted by its sole shareholder and sole director on said date, and Blue Sky Graphics, Inc. ("Blue Sky"), a Delaware corporation, by written consent adopted by its sole shareholder and sole director on said date.

1. **The Merger.** CMJ shall, in accordance with the Florida Business Corporation Act (the "Act"), and Blue Sky shall, in accordance with the Delaware General Corporation Law (the "Law"), be merged with and into a single corporation (the "Merger"), to wit, Blue Sky shall be the surviving corporation upon the effective time of the Merger (the "Effective Time") and is sometimes hereinafter referred to as the "Surviving Corporation," and continue to exist as the Surviving Corporation pursuant to the provisions of the Law. The separate existence of CMJ, which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease upon the Effective Time in accordance with the provisions of the Act.

2. **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation upon the Effective Time of the Merger shall become the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Law.

3. **Bylaws.** The bylaws of the Surviving Corporation as in force and effect upon the Effective Time of the Merger shall, continue to be the bylaws of the Surviving Corporation (the "Bylaws") and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Law.

4. **Officers and Directors.** The sole director and officers of the Surviving Corporation in office upon the Effective Time of the Merger shall continue to be the director and officers of the Surviving Corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws.

5. **Merger Consideration.** Upon the Effective Time of the Merger, (i) each issued and outstanding share of stock of CMJ shall be cancelled without payment of consideration therefore, (ii) each share of stock held in the treasury of CMJ shall be canceled without payment of consideration therefore, and (iii) each issued and outstanding share of Blue Sky capital stock shall be unaffected by the Merger.

6. **Approval.** The Agreement and Plan of Merger has been approved by the sole director of Blue Sky in accordance with the first sentence of Section 251(f) of the Law and by the sole shareholder and sole director of CMJ by written resolution in the manner prescribed by the Act.

7. **Filing.** In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Terminating Corporation and of the Surviving

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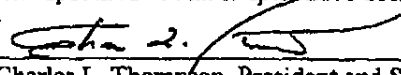
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Corporation in the manner prescribed by the provisions of the Act and the Law, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Florida and Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

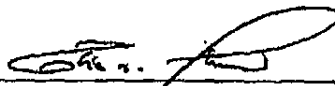
8. Further Authorization. The directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger provided for herein.

CERTIFICATION

I, the undersigned President of Blue Sky Graphics, Inc., hereby certify that this Agreement and Plan of Merger has been adopted pursuant to Chapter 607.1103 of the Florida Business Corporation Act and that the conditions specified in that chapter have been satisfied.


Charles L. Thompson, President and Sole Director
of Blue Sky Graphics, Inc.

This Merger has been approved by the sole shareholder of CMJ Ventures, Inc.


Charles L. Thompson, President and Sole Director
of CMJ Ventures, Inc.

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