

JUL 11 2011 3:33PM

TRENAM KEMKER

NO. 2579

P. 1

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Florida Department of State  
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MERGER OR SHARE EXCHANGE

RedVector.com, Inc.

Certificate of Status	0
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**ARTICLES OF MERGER  
OF  
REDVECTOR ACQUISITION CORP.  
(a Florida corporation)  
WITH AND INTO  
REDVECTOR.COM, INC.  
(a Florida corporation)**

FILED  
2011 JUL 11 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), these Articles of Merger provide as follows:

**ARTICLE I  
State of Incorporation; Constituent Entities**

The name, entity type and state of incorporation of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization</u>
RedVector Acquisition Corp.	corporation	Florida
RedVector.com, Inc.	corporation	Florida

**ARTICLE II  
Surviving Entity**

RedVector.com, Inc. shall be the surviving entity.

**ARTICLE III  
Plan of Merger**

The Plan of Merger providing for the merger of RedVector Acquisition Corp. and RedVector.com, Inc. is attached hereto as Exhibit A (the "Plan of Merger").

**ARTICLE IV  
Approval of the Plan of Merger**

In accordance with the Florida Act, the Plan of Merger was duly approved and adopted by the Board of Directors and the stockholders of RedVector Acquisition Corp. on July 11, 2011, pursuant to actions by written consent in accordance with Sections 607.0821 and 607.0704, respectively, of the Florida Act.

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In accordance with the Florida Act, the Plan of Merger was duly approved and adopted by the Board of Directors and the stockholders of RedVector.com, Inc. on July 11, 2011, pursuant to actions by written consent in accordance with Sections 607.0821 and 607.0704, respectively, of the Florida Act.

**ARTICLE V**  
**Effective Time**

The merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 11 day of July, 2011.

REDVECTOR ACQUISITION CORP.,  
a Florida corporation

By:   
Scott Ferricelli, Chief Executive Officer

REDVECTOR.COM, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Thomas Wallace, Chief Executive Officer

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In accordance with the Florida Act, the Plan of Merger was duly approved and adopted by the Board of Directors and the stockholders of RedVector.com, Inc. on July 11, 2011; pursuant to actions by written consent in accordance with Sections 607.0821 and 607.0704, respectively, of the Florida Act.

**ARTICLE V**  
**Effective Time**

The merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 11 day of July, 2011.

REDVECTOR ACQUISITION CORP.,  
a Florida corporation

By: \_\_\_\_\_  
Scott Parricelli, Chief Executive Officer

REDVECTOR.COM, INC.,  
a Florida corporation

By:   
Thomas Wallace, Chief Executive Officer

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**EXHIBIT A**

**PLAN OF MERGER**

See Attached.

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**PLAN OF MERGER  
FOR THE  
MERGER  
OF  
REDVECTOR ACQUISITION CORP.  
(a Florida corporation)  
WITH AND INTO  
REDVECTOR.COM, INC.  
(a Florida corporation)**

Pursuant to and in accordance with the Florida Business Corporation Act, and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, **REDVECTOR ACQUISITION CORP.**, a Florida corporation, ("Merger Sub"), will merge (the "Merger") with and into **REDVECTOR.COM, INC.**, a Florida corporation ("Surviving Entity"), in accordance with the terms and conditions of the Agreement of Merger dated July 11, 2011, among Merger Sub, Surviving Entity, and certain other parties thereto (the "Merger Agreement"). Merger Sub and Surviving Entity may be collectively referred to herein as the "Constituent Entities."

(a) This merger shall be effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

(b) Upon the Effective Date of the Merger, the separate existence of Merger Sub shall cease, and the assets and liabilities of Merger Sub shall thereafter be the assets and liabilities of Surviving Entity.

(c) Upon the Effective Date of the Merger, the Articles of Incorporation of Merger Sub shall serve as the Articles of Incorporation of Surviving Entity in such Merger, until altered or amended as provided therein or by applicable law.

(d) Upon the Effective Date of the Merger, by virtue of the Merger (subject to the terms and conditions of the Merger Agreement) and without any action on the part of Merger Sub or Surviving Entity, any shares of Surviving Entity's capital stock will be canceled and extinguished and will be converted automatically into the right to receive the consideration as set forth in the Merger Agreement which is incorporated herein by reference as if fully set forth herein.

(e) Upon the Effective Date of the Merger, by virtue of the Merger (subject to the terms and conditions of the Merger Agreement) and without any action on the part of Merger Sub or Surviving Entity, each share of common stock of Merger Sub issued and outstanding immediately prior to the Effective Time will be cancelled and extinguished and will be converted automatically into one (1) validly issued, fully paid and nonassessable share of common stock of Surviving Entity.

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(f) The terms and conditions of the Merger are set forth in the Merger Agreement, which is incorporated herein by reference as if fully set forth herein.

(g) The complete executed Merger Agreement is on file at the place of business of the Surviving Entity, Two Urban Center, 4890 West Kennedy Boulevard, Suite 740, Tampa, Florida 33609, and a copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any stockholder of Merger Sub or Surviving Entity.

IN WITNESS WHEREOF, the Constituent Entities have caused the Plan of Merger to be executed and acknowledged by the undersigned duly authorized officers.

REDVECTOR ACQUISITION CORP.,  
a Florida corporation

By: Scott R.  
Scott Petricelli, Chief Executive Officer

REDVECTOR.COM, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Thomas Wallace, Chief Executive Officer

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(f) The terms and conditions of the Merger are set forth in the Merger Agreement, which is incorporated herein by reference as if fully set forth herein.

(g) The complete executed Merger Agreement is on file at the place of business of the Surviving Entity, Two Urban Center, 4890 West Kennedy Boulevard, Suite 740, Tampa, Florida 33609, and a copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any stockholder of Merger Sub or Surviving Entity.

**IN WITNESS WHEREOF**, the Constituent Entities have caused the Plan of Merger to be executed and acknowledged by the undersigned duly authorized officers.

**REDVECTOR ACQUISITION CORP.,**  
a Florida corporation

By: \_\_\_\_\_  
Scott Perricelli, Chief Executive Officer

**REDVECTOR.COM, INC.,**  
a Florida corporation

By:  \_\_\_\_\_  
Thomas Wallace, Chief Executive Officer

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