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MERGER OR SHARE EXCHANGE

PLANNING GROUP INTERNATIONAL, INC.

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Merger  
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ARTICLES OF MERGER  
OF  
SPIDERGATE MEDIA GROUP, INC., A FLORIDA CORPORATION  
INTO  
PLANNING GROUP INTERNATIONAL, INC., A FLORIDA CORPORATION

Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), Spidergate Media Group, Inc., a Florida corporation ("Spidergate") and Planning Group International, Inc., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging Spidergate with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the board of directors and shareholders of each of Spidergate and the Survivor by unanimous written consent in accordance with the provisions of Section 607.1103 of the Act as of the 14<sup>th</sup> day of November, 2005.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 14<sup>th</sup> day of November, 2005.

**SPIDERGATE MEDIA GROUP, INC.:**

By: Carey N. Feick, Sec.  
Print Name: Carey N. Feick  
Title: Secretary

**PLANNING GROUP INTERNATIONAL, INC.:**

By: Carey N. Feick Pres.  
Print Name: Carey N. Feick  
Title: President

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## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated November 14<sup>th</sup> 2005, between Spidergate Media Group, Inc., a Florida corporation ("Spidergate"), and Planning Group International, Inc., a Florida corporation ("Planning Group" or the "Surviving Corporation").

All issued and outstanding shares of Spidergate are owned by Planning Group International, Inc.

Spidergate and Planning Group desire to effect the statutory merger of Spidergate with and into Planning Group, with Planning Group to survive such merger.

1. Constituent Corporations. Spidergate and Planning Group shall be parties to the merger (the "Merger") of Spidergate with and into Planning Group.

2. Terms and Conditions of Merger. Spidergate (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into Planning Group, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. Capital Stock. Upon the Effective Date, the Spidergate Common Stock presently issued and outstanding shall be canceled.

4. Articles of Incorporation. The Articles of Incorporation of Planning Group as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. Bylaws. The Bylaws of Planning Group as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. Directors and Officers. The directors and officers of Planning Group in office on the Effective Date shall continue to be the officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. Effective Date. The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

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8. Amendment of Plan of Merger. The Board of Directors of each of Spidergate and Planning Group is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

9. Tax Report and Final Return Filing. Within 30 days from the date of the adoption of this Plan, the officers of Spidergate shall file with the Treasury Department Form 966 with the Internal Revenue Service, together with a certified copy of the resolutions adopting this Plan. The officers of Spidergate shall instruct Spidergate's accountants to close the books of Spidergate and to prepare and timely file a federal income tax return and a state income tax return on behalf of Spidergate, if necessary, and such other forms as are appropriate.

10. Transfer of Assets; Title Warranties and Other Contractual Assurances. Spidergate, acting through its officers, is authorized and directed to enter into such agreements, instruments, and documents, and to take such other actions as they deem appropriate to cause the transfer of Spidergate's assets to the Surviving Corporation (or to any assignee of the Surviving Corporation, as contemplated by this Plan), including without limitation any representations, warranties or other contractual assurances they deem appropriate under the circumstances.

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**SPIDERGATE MEDIA GROUP, INC.:**

By: Carey N. Feick Sec.  
Print Name: Carey N. Feick  
Title: Secretary

**PLANNING GROUP  
INTERNATIONAL, INC.:**

By: Carey N. Feick, Pres.  
Print Name: Carey N. Feick  
Title: President

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