



V71578

ACCOUNT NO. : 072100000032

REFERENCE : 669463 4803290

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 70.00

FILED
2002 JAN 11 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 10, 2002

ORDER TIME : 1:56 PM

ORDER NO. : 669463-020

CUSTOMER NO: 4803290

200004770132--9

CUSTOMER: Matthew Haies, Esq
Kramer Levin Naftalis &
919 Third Avenue

New York, NY 10022-3903

ARTICLES OF MERGER

CROSS MEDIA CONSUMER MARKETING
CORPORATION

INTO

PREFERRED CONSUMER MARKETING,
INC.

RECEIVED
02 JAN 11 PM 3:10
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

C. Coullatte JAN 11 2002

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

* Our client needs ASAP. Would appreciate
Anything you can do.

Thanks

Darlene

ARTICLES OF MERGER
Merger Sheet

MERGING:-----

CROSS MEDIA CONSUMER MARKETING CORPORATION, a Delaware
corporation not qualified

INTO

PREFERRED CONSUMER MARKETING INC., a Florida entity, V71578.

File date: January 11, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
CROSS MEDIA CONSUMER MARKETING CORPORATION
(a Delaware corporation)
INTO
PREFERRED CONSUMER MARKETING, INC.
(a Florida corporation)

FILED
2002 JAN 11 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

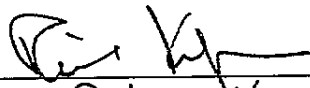
Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging Cross Media Consumer Marketing Corporation, a Delaware corporation ("CMCMC"), with and into Preferred Consumer Marketing, Inc., a Florida corporation (the "Surviving Corporation").

2. The merger of CMCMC with and into the Surviving Corporation is permitted by the laws of the State of Delaware and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of CMCMC was January 4, 2002.

3. The shareholders of the Surviving Corporation entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 31, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

CROSS MEDIA CONSUMER MARKETING
CORPORATION

By: 
Name: Richard Kaufman
Title: PRESIDENT

PREFERRED CONSUMER MARKETING, INC.

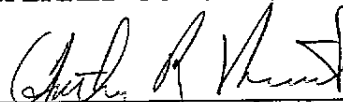
By: 
Name: Anthony R. P. Ronti
Title: PRESIDENT

Exhibit A

PLAN OF MERGER adopted for Cross Media Consumer Marketing Corporation, a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on January 4, 2002, and adopted for Preferred Consumer Marketing, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 31, 2001. The names of the corporations planning to merge are Cross Media Consumer Marketing Corporation, a business corporation organized under the laws of the State of Delaware ("CMCMC"), and Preferred Consumer Marketing, Inc., a business corporation organized under the laws of the State of Florida (the "Surviving Corporation"). The name of the surviving corporation into which CMCMC plans to merge is Preferred Consumer Marketing, Inc.

1. CMCMC and the Surviving Corporation shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act (the "FBCA"), be merged with and into a single corporation, to wit, the Surviving Corporation, which shall be the surviving corporation at the effective time and date of the merger and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the FBCA. The separate existence of CMCMC shall cease at the effective time and date of the merger in accordance with the laws of the State of Delaware.
2. The Articles of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Articles of Incorporation of said surviving corporation until changed, altered or amended pursuant to the provisions of the FBCA.
3. The present by-laws of the Surviving Corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the FBCA.
4. Each share of common stock, \$0.001 par value per share, of CMCMC issued and outstanding immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be converted into and exchanged for one (1) validly issued, fully paid and nonassessable share of common stock, \$0.001 par value per share, of the Surviving Corporation. The issued shares of the Surviving Corporation shall be converted into the right to receive a pro rata portion of the PCM Merger Consideration (as such term is defined in that certain Agreement and Plan of Merger, dated as of January 4, 2002, by and among Cross Media Marketing Corporation, a Delaware corporation, CMCMC, the Surviving Corporation and the sole stockholder of the Surviving Corporation).
5. The merger of CMCMC with and into the Surviving Corporation shall be authorized in the manner prescribed by law by the laws of the State of Delaware, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the FBCA.
6. In the event that the merger of CMCMC with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the State of Delaware, and in the

event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the FBCA, CMCMC 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 State of Delaware and of the State of Florida, and that they will cause to be preformed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of CMCMC 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 herein provided for.