



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/23/2006	200629600284	MERGER/LICENSING FOREIGN CORP/FOR PROFIT (MUL)	125 00	100 00	00	00	00

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This is not a bill. Please do not remit payment.

BAKER & HOSTETLER LLP COUNSELLORS AT LAW
KAREN S. FINCH, PARALEGAL
65 EAST STATE STREET, STE 2100
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell**1655592**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

XCELERATE MEDIA, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGER/LICENSING FOREIGN CORP/FOR PROFIT

Document No(s):

200629600284Authorization to transact business in Ohio is hereby given, until surrender, expiration or
cancellation of this license.

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 23rd day of October, A.D.
2006.

J. Kenneth Blackwell
Ohio Secretary of State

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/23/2006	200629600284	MERGED OUT OF EXISTENCE (MEX)	00	00	.00	00	.00

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1111450

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Ohio Secretary of State

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Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SCS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

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Mail Payment to: Ohio Secretary of State	
☒ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
☐ No	PO Box 1329 Columbus, OH 43216

CERTIFICATE OF MERGER
 (For Domestic or Foreign, Profit or Non-Profit)
 Filing Fee \$125.00
 (156-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY**A. The name of the entity surviving the merger is:**Xcelerate Media, Inc.**B. Name Change:** As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)☐ Domestic (Ohio) For-Profit Corporation, charter number _____☐ Domestic (Ohio) Non-Profit Corporation, charter number _____☐ Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____☒ Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of Delaware and NOT licensed to transact business in the state of Ohio.☐ Domestic (Ohio) Limited Liability Company, with registration number _____☐ Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____☐ Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio.☐ Domestic (Ohio) Limited Partnership, with registration number _____☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

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- ☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- ☐ Domestic (Ohio) Partnership having limited liability, with the registration number _____
- ☐ Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- ☐ Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- ☐ Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- ☐ General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

~~(Please list the Ohio charter, license or registration number below)~~

Name / charter, license or registration number	State/Country of Organization	Type of Entity
Xcelerate Media, Inc. 1111460	Ohio	for profit corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Robert D. Mahaffey (name)	25 W. Bridge Street (street)	NOTE: P.O. Box Addresses are NOT acceptable.
Dublin (city, village or township)	Ohio (state)	43017 (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: October 23, 2006 (If a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

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VI STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is

Robert D. Mahaffey
(name)

25 W. Bridge Street

(street) NOTE: P.O. Box Addresses are NOT acceptable.

Dublin

(city, village or township)

Ohio 43017

(zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

Robert D. Mahaffey

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended

☒ Attachments are provided

☐ No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

Robert D. Mahaffey
(name)

25 W. Bridge Street

(street) NOTE: P.O. Box Addresses are NOT acceptable.

Dublin

(city, village or township)

Ohio 43017

(zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled

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B. The qualifying entity also states as follows: (Complete only if applicable)**1 Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is _____

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: _____

(c.) The location of the main office (non-Ohio) shall be: _____

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

(d.) The principal office location in the state of Ohio shall be: _____

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

Ohio

(state)

(zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)**2. Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is _____

(b.) The name under which the limited liability company desires to transact business in Ohio is _____

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

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- (d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

- (a.) The name of the limited partnership is

- (b.) The limited partnership was formed on

- (c.) The address of the office of the limited partnership in its state/country of organization is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

- (d.) The limited partnership's principal office address is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

- (e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.)

- (f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

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The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be _____

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, village or township)

_____, Ohio

(zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows.

(name)

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, village or township)

_____, Ohio

(zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Xcelerate Media, Inc. (Ohio corporation)
(Exact name of entity)

By: Robert D. Mahaffey

Its: Robert D. Mahaffey, President

Date: October 19, 2006

Xcelerate Media, Inc. (Delaware corporation)
(Exact name of entity)

By: Robert D. Mahaffey

Its: Robert D. Mahaffey, President

Date: October 19, 2006

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XCELERATE MEDIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XCELERATE MEDIA, INC." WAS INCORPORATED ON THE TENTH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



4232902 8300

060964447

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5131986

DATE: 10-20-06