

11-30-2005

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

FORM PTO-1594 (modified) RECORD  
08/21/92 T



rks: Please record the attached

To the Honorable Assistant Secretary and C  
original document(s) or copy(ies) thereof.

103128197

11/22/05

1. Name of conveying party(ies):  
SPIDERGATE MEDIA GROUP, INC.  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation - Florida  
 Other  
Additional name(s) of conveying party(ies) attached?  
 Yes or  No?

2. Name and address of receiving party(ies):  
Name: Planning Group International, Inc.  
Street Address 12918 SW 89<sup>th</sup> Ct., #202  
Miami, FL 33176  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation - Florida  
 Other -  
If assignee is not domiciled in the United States, a domestic  
Representative designation is attached:  Yes or  No?  
(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes or  No?

3. Nature of conveyance:  
 Assignment of Interest  Merger  
 Security Agreement  Change of Name  
  
Execution Date: November 18, 2005

4. Application number(s) or registration number(s): Attorney Docket No.: 90869.010100  
A. Trademark Application No.(s):  
B. Trademark Registration No. 2,651,606  
Additional numbers attached?  Yes or  No?

5. Name and address of party to whom correspondence  
concerning document should be mailed:  
Name: Greenberg Traurig, P.A. Attn: Manuel Valcarcel, Esq.  
Internal Address: \_\_\_\_\_  
Street Address: 1221 Brickell Avenue  
City: Miami, State: Florida ZIP: 33131

6. Total number of applications and registrations  
involved: 1  
7. Total fee (37 C.F.R. § 3.41)..... \$40.00  
 Enclosed  
 Authorized any deficiency to be charged to  
deposit account  
8. Deposit account Number: 50-1792  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and Signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*  
Manuel R. Valcarcel, Esq.  November 18, 2005  
Name of Person Signing Signature Date  
Total number of pages including cover sheet(s): 7

OMB No. 0651-0011 (exp. 4/94)  
Do not detach this portion  
Mail documents to be recorded with required cover sheet information:  
Mail Stop Assignment Recordation Services  
Director of the United States Patent & Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450  
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the date needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C.

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**FLORIDA DEPARTMENT OF STATE**  
**Glenda E. Hood**  
**Secretary of State**

November 18, 2005

**PLANNING GROUP INTERNATIONAL, INC.**  
**12910 SW 89TH COURT**  
**#202**  
**MIAMI, FL 33176US**

**Re: Document Number V19984**

**The Articles of Merger were filed November 17, 2005, for PLANNING GROUP INTERNATIONAL, INC., the surviving Florida entity.**

**The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H05000267541.**

**Should you have any further questions concerning this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.**

**Karen Gibson**  
**Document Specialist**  
**Division of Corporations**

**Letter Number: 805A00068301**

**Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314**

# State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on November 17, 2005, for PLANNING GROUP INTERNATIONAL, INC., the surviving Florida entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H05000267541. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this entity is V19984.

Authentication Code: 805A00068301-111805-V19984

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Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Eighteenth day of November, 2005



*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State

(H050002675413)

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

(H050002675413)

(H050002675413)

**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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