

## **CERTIFICATE OF MERGER OF PUBCOM, INC.**

Pursuant to Section 14-2-1105(b) of the Georgia Business Corporation Code, Pubcom, Inc., a Nevada corporation, and Pubcom, Inc., a Georgia corporation, do hereby certify that:

### **I.**

Pubcom, Inc., a Nevada corporation ("Pubcom Nevada"), is merging into Pubcom, Inc., a Georgia corporation ("Pubcom Georgia") pursuant to an Agreement and Plan of Merger. Pubcom, Inc. is the name of the surviving corporation.

### **II.**

Pubcom Georgia will be the surviving corporation. The Articles of Incorporation of Pubcom Georgia after the effectiveness of the merger will not be amended.

### **III.**

The executed Agreement and Plan of Merger is on file at the principal place of business of Pubcom, Inc., 115 Perimeter Center Place, Suite 170, Atlanta, Georgia 30346.

### **IV.**

A copy of the Agreement and Plan of Merger will be provided by Pubcom Georgia on request without cost to any shareholder of Pubcom Nevada.

### **V.**

The Agreement and Plan of Merger was duly approved by the consent of a majority of all the shareholders of Pubcom Georgia corporation and Pubcom Nevada.


### **VI.**

Pursuant to the Merger Agreement the merger shall be effective on the filing of this Certificate of Merger with the Secretary of State of Georgia.

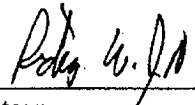
VII.

A timely request for publication of a notice of filing the certificate of merger and payment therefore will be made as required by Section 14-2-1105.1(b) of the Georgia Business Code.

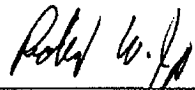
PUBCOM, INC., a Nevada corporation

By:   
Richard W. Jones, President

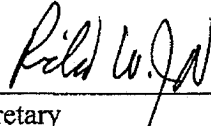
ATTEST:

By:   
Secretary

PUBCOM, INC., a Georgia corporation

By:   
Richard W. Jones, President

ATTEST:

By:   
Secretary