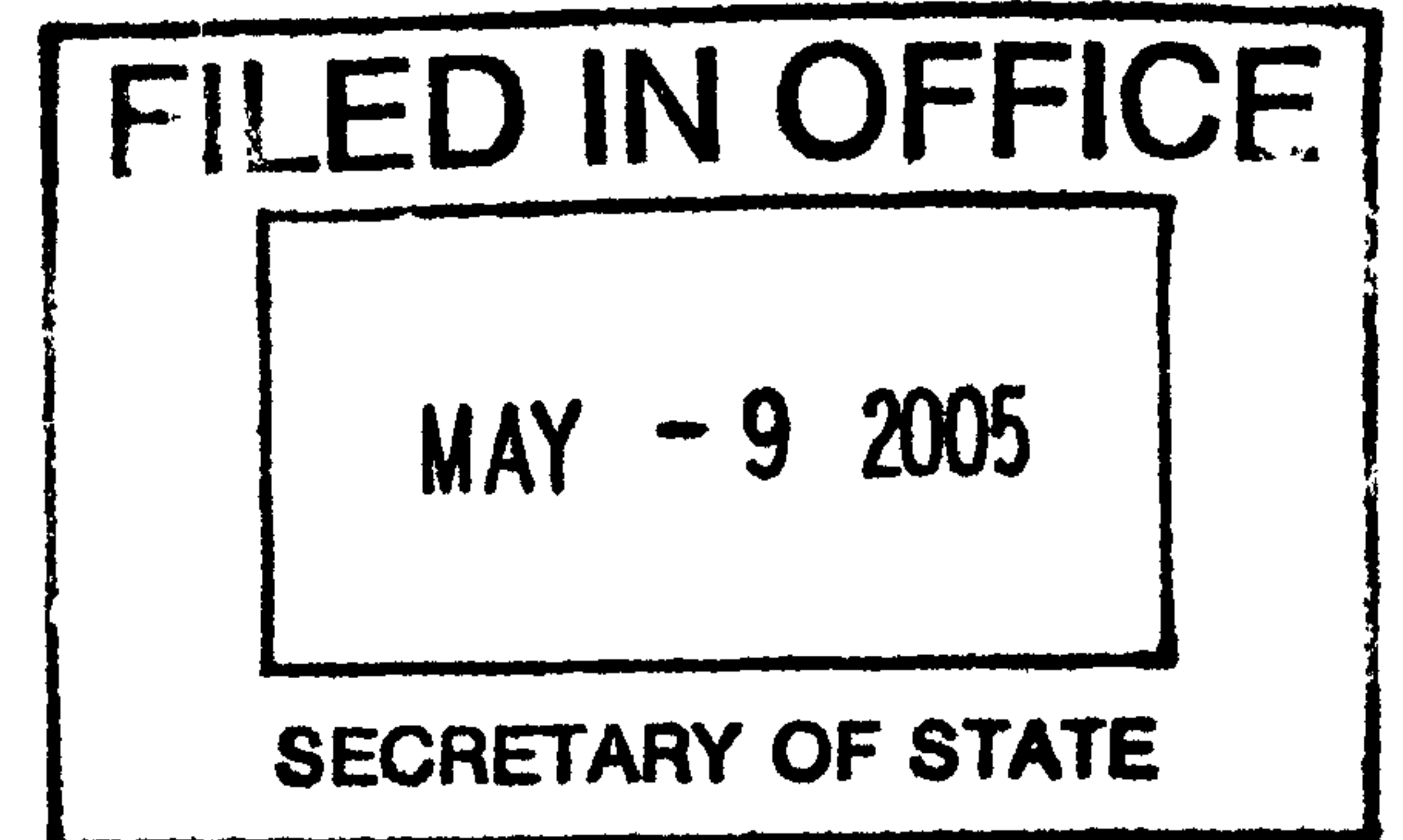




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Shelby Cnty Judge of Probate, AL
05/16/2005 09:34:03AM FILED/CERT

This document was prepared by:
Terry McElheny
DOMINICK, FLETCHER, YEILDING,
WOOD & LLOYD, P.A.
2121 Highland Avenue South
Birmingham, Alabama 35205



**CERTIFICATE OF MERGER
OF
ENGAGE III SALES, LLC**
(an Alabama Limited Liability Company)

INTO

ENGAGE III SALES, INC.
(an Alabama Corporation)

Pursuant to the provisions of Section 10-15-4 of the Alabama Code of 1975, as amended from time to time, Engage III Sales, LLC, an Alabama limited liability company, and Engage III Sales, Inc., an Alabama corporation, have adopted the following Certificate of Merger for the purpose of merging them into one entity.

ARTICLE I

The names of each of the business entities which are to merge are as follows:

(a) Engage III Sales, LLC, an Alabama limited liability company, was formed with the filing of Articles of Organization with the Probate Court of Shelby County, Alabama, on April 5, 2004.

(b) Engage III Sales, Inc., an Alabama corporation, was formed with the filing of Articles of Incorporation with the Probate Court of Shelby County, Alabama, on March 21st, 2005.

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MAY 09 2005

SECRETARY OF STATE

ARTICLE II

A Plan of Merger has been approved and executed by each of the merging entities in accordance with Ala. Code (1975) § 10-15-4(c).

ARTICLE III

The name of the surviving entity is Engage III Sales, Inc., an Alabama corporation.

ARTICLE IV

The merger shall be effective upon the execution and filing of this Certificate of Merger with the Secretary of State of Alabama. Upon such merger becoming effective, the separate existence of Engage III Sales, LLC shall cease, except to the extent continued by statute, and all of its property, rights, privileges, franchises, obligations and liabilities of whatever nature and description shall transfer to, vest in, and devolve upon Engage III Sales, Inc., without further act or deed.

ARTICLE V

The Plan of Merger is on file at the offices of Engage III Sales, Inc., the surviving entity, at the registered address thereof, 1004 Ashfield Circle, Birmingham, Alabama, 35242. A copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any equity owner of any business entity which is a party to this merger.

IN WITNESS WHEREOF, the parties to this merger have caused this Certificate of Merger to be executed on this the 10th day of March, 2005.

Merged Entity:

Engage III Sales, LLC,

an Alabama limited liability company

By:

Nelson M. Gage, III

Nelson M. Gage, III

Its Sole Member

Surviving Entity:
Engage III Sales, Inc.
an Alabama corporation

By: Nelson M. Gage, III
Nelson M. Gage, III
Its President

STATE OF ALABAMA)

Jefferson)
COUNTY)

Before me, the undersigned notary public in and for said county in said state, personally appeared Nelson M. Gage, III, the sole Member of Engage III Sales, LLC, who is known to me and who, being by me first duly sworn, on oath deposes and says that, being informed of the contents of this instrument, he executed the same voluntarily on the day the same bears date.

Sworn to and subscribed before me on this the 10th day of March, 2005.

[SEAL]

Bonita H. Whitehead
Notary Public

My Commission Expires:

7/1/2007



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STATE OF ALABAMA)

Jefferson COUNTY)

Before me, the undersigned notary public in and for said county in said state, personally appeared Nelson M. Gage, III, as President of Engage III Sales, Inc., who is known to me and who, being by me first duly sworn, on oath deposes and says that, being informed of the contents of this instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of Engage III Sales, Inc., on the day the same bears date.

Sworn to and subscribed before me on this the 10th day of March, 2005.

[SEAL]

Bonita H. Whitehead
Notary Public

My Commission Expires:

7/1/2007



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Secretary of State
Office of The Secretary of State

I hereby certify that this is a
true and correct copy of the
document(s) filed in this office
and certificate issued by this
office on MAY 9, 2005

DATE MAY 9, 2005


Secretary of State