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MERGER OR SHARE EXCHANGE

PRINTONTHE.NET.COM, INC.

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

PRINTAMERICA INTERACTIVE, INC., a Florida corporation, document number
P97000065627

INTO

PRINTONTHE.NET.COM, INC., a Delaware entity, F99000000747

File date: January 21, 2000

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
OF
PRINTAMERICA INTERACTIVE, INC.
AND
PRINTONTHE.NET.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. The Plan of Merger attached hereto as Exhibit "A" and made a part hereof by reference, for merging PrintAmerica Interactive, Inc., a Florida corporation with and into PrintOnTheNet.com, Inc., a Delaware corporation, was approved by the Board of Directors of PrintAmerica Interactive, Inc. on January 20, 2000 and adopted by Written Consent of the Board of Directors of PrintOnTheNet.com, Inc. on January 20, 2000.

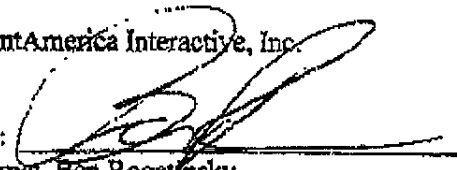
2. The merger of PrintAmerica Interactive, Inc. with and into PrintOnTheNet.com, Inc. is permitted by the laws of the jurisdiction of organization of PrintOnTheNet.com, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of was January 20, 2000.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be shall be as of the date of filing these Articles of Merger with the Secretary of State of Florida.

Executed on January 20, 2000.

PrintAmerica Interactive, Inc.

By: 

Name: Ben Rogatinsky

Capacity: President

PrintOnTheNet.com, Inc.

By: 

Name: Ben Rogatinsky

Capacity: Chairman

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EXHIBIT "A"
PLAN OF MERGER

1. PrintOnTheNet.com, Inc, which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of PrintAmerica Interactive, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges PrintAmerica Interactive, Inc. with and into PrintOnTheNet.com, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of PrintOnTheNet.com, Inc.

2. The separate existence of PrintAmerica Interactive, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and PrintOnTheNet.com, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of PrintAmerica Interactive, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of PrintOnTheNet.com, Inc. 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.