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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0380

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From:

Account Name : TRIPP SCOTT, P.A.
Account Number : 075350000065
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MERGER OR SHARE EXCHANGE

DS/MDR HOLDINGS LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$113.75

440.00

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NO.249 0022



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 15, 2003

DS/MDR HOLDINGS LLC
ATTN: JOEL MAGOLNICK
1111 BRICKELL AVE., SUITE 2050
MIAMI, FL 33131

SUBJECT: DS/MDR HOLDINGS LLC
REF: L02000016399

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H03000254790
Letter Number: 003A00046600

*Please see
correction on Pg. 2
of Plan of Merger.*

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NO.249 0003

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ARTICLES / CERTIFICATE OF MERGER
(Plan of Merger Attached)

of

MONIKER ONLINE SERVICES LLC,
a Delaware limited liability company

MOZ-2317

with and into

DS/MDR HOLDINGS LLC,
a Florida limited liability company

LOZ-16399

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act ("Delaware Act"), Moniker Online Services LLC, a Delaware limited liability company (the "Merging Company") and, pursuant to Sections 608.438-608.4383 of the Florida Limited Liability Company Act ("Florida Act"), DS/MDR Holdings LLC, a Florida limited liability company (the "Surviving Company") hereby adopt the following Articles / Certificate of Merger (the "Articles") and certify as follows:

1. The Merging Company is: Moniker Online Services LLC, a Delaware limited liability company, 1111 Brickell Avenue, Suite 2050, Miami, FL 33131; FEI Number: 06-1641533; Delaware State ID Number: 3543398.
2. The Surviving Company is: DS/MDR Holdings LLC, a Florida limited liability company, 1111 Brickell Avenue, Suite 2050, Miami, FL 33131; FEI Number: (Applied For); Florida Document Number: L02000016399.
3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Company in accordance with Section 18-209 of the Delaware Act, and (ii) the Surviving Company in accordance with Section 608.4381 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Company into the Surviving Company, with the Surviving Company being the surviving entity in the Merger.
4. Upon the effectiveness of the Merger, the Articles of Organization of the Surviving Company shall be amended to provide that the name of the Surviving Company is:

Moniker Online Services, LLC
5. The Plan was (i) pursuant to Section 18-209 of the Delaware Act, unanimously approved and adopted by written consent of all of the members of the Merging Company on August 1, 2003, and (ii) pursuant to Section 608.4381, unanimously approved and adopted by written consent of all of the members of the Surviving Company on August 1, 2003.
6. The effective date of the Merger shall be August 22, 2003.

Prepared by: William J. Gross, Esq.
FL Bar No. 0898678
Tripp Scott, PA
PO Box 14245
Ft. Lauderdale FL 33302
(954) 525-7500

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7. A copy of the executed Plan shall be on file at the principal office of the Surviving Company located at 1111 Brickell Avenue, Suite 2050, Miami, FL 33131, and will be furnished by the Surviving Company on request and without cost to any member of the Merging Company or any person holding an interest in the Surviving Company.
8. The Surviving Company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the Merging Company and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process, and the Delaware Secretary of State shall mail such process to the Surviving Company at its address located at 1111 Brickell Avenue, Suite 2050, Miami, FL 33131, Attn: Joel Magolnick.
9. The Surviving Company agrees to promptly pay to the dissenting members of the Merging company, the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Act.
10. The Surviving Company shall be responsible for the payment of all fees of the Merging Company and will be obligated to pay such fees if same are not timely paid.
11. The Merger is not prohibited by any regulation or the Articles of Organization or Operating Agreement of the Surviving Company.
12. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

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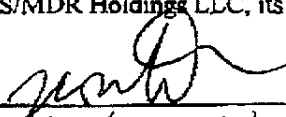
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14 IN WITNESS WHEREOF, the parties hereto have caused these Articles to be executed August 14, 2003, by each of their duly authorized representatives.

MONIKER ONLINE SERVICES LLC,
as the Merging Company
By: DS/MDR Holdings LLC, its sole Member

By:  8/14/03

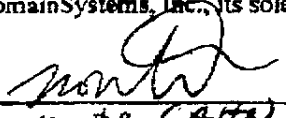
Name:

Monte Castan

Title:

President

DS/MDR HOLDINGS LLC,
as the Surviving Company
By: DomainSystems, Inc., its sole Member

By:  8/14/03

Name:

Monte Castan

Title:

CEO/President

03 AUG 22 PM 4:00
STANDARD TIME
NEW YORK, NY 10001

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EXHIBIT "A"

Plan of Merger

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AGREEMENT AND PLAN OF MERGER

OF

MONIKER ONLINE SERVICES LLC

WITH AND INTO

DS/MDR HOLDINGS LLC

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") entered into on August 14 2003, by and between MONIKER ONLINE SERVICES LLC, a Delaware limited liability company (the "Merging Company"), and DS/MDR HOLDINGS LLC, a Florida limited liability company (the "Surviving Company"), as approved by the sole Members of said companies:

RECITALS:

- A. The Merging Company is a limited liability company duly organized and existing under the laws of the State of Delaware.
- B. The Surviving Company is a limited liability company duly organized and existing under the laws of the State of Florida.
- C. The Managing Members of the Merging Company and the Surviving Company believe that the merger of the Merging Company into the Surviving Company would be advantageous and beneficial to the respective members, employees and customers of those companies.
- D. The Merging Company and the Surviving Company have agreed that the Merging Company shall merge into the Surviving Company upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the States of Delaware and Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and in order to consummate the transaction described above, the Merging Company and the Surviving Company, the constituent limited liability companies to this Agreement, agree as follows:

1. **Recitals.** All of the foregoing recitals are true and correct.
2. **Merger.** Moniker Online Services LLC, which is a limited liability company organized in the State of Delaware, shall be merged with and into DS/MDR Holdings LLC, which is a limited liability company organized in the State of Florida. The laws of the jurisdiction of organization of the Merging Company and the laws of the jurisdiction of the Surviving Company permit the merger of a limited liability company of said jurisdiction with and into a limited liability company of another jurisdiction.
3. **Articles of Merger.** Upon the approval of this Agreement, Articles of Merger complying with the applicable provisions of the Delaware Limited Liability Act (the "Delaware Act") and the Florida Limited Liability Act (the "Florida Act") shall be duly executed by the authorized persons of the Merging Company and the Surviving Company, and shall be filed with the Secretary of State of Florida and the Secretary of State of Delaware.

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4. Surviving Company. Upon the effective date of the merger, the Surviving Company shall change its name to "Moniker Online Services LLC" pursuant to the provisions of the Florida Act, and continue in its existence under such name.

5. Merging Company. The separate existence of the Merging Company shall cease upon the effective date of the merger in accordance with the laws of the State of Delaware and shall wind up its affairs and distribute its assets as provided in Merging Company's Operating Agreement and in accordance with Sections 18-803 and 18-804 of the Delaware Act.

6. Capitalization. The Surviving Company has one Member who owns one hundred percent (100%) of the membership interests in the Surviving Company and is the sole member who is entitled to vote on the merger. The Merging Company has one Member who owns one hundred percent (100%) of the membership interest in the Merging Company and is the sole member who is entitled to vote on the merger.

7. Membership Interests in the Surviving Company. The membership interests of the Merging Company shall, upon the effective date of the merger, be converted into the membership interests of the Surviving Company. The membership interests of the Surviving Company shall not be converted or exchanged in any manner or any consideration paid therefor, but the membership interests which were issued as of the effective date of the merger shall continue to represent the membership interests of the Surviving Company.

8. Cancellation of Membership Interests of the Merging Company. All issued and outstanding membership interests of the Merging Company, and all rights and respect thereof, shall be canceled as of the effective date of the merger, and the certificates representing such membership interests shall be surrendered and canceled.

9. Articles of Organization. Except for the name change of the Surviving Company as described above, the Articles of Organization of the Surviving Company now in force and effect, shall remain in force until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

10. Operating Agreement and Bylaws. The Operating Agreement and Bylaws of the Surviving Company upon the effective date of the merger shall remain in force until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

11. Approval. The agreement contemplated by this Agreement has previously been approved by the sole Member of the Merging Company and the sole member of the Surviving Company. Subsequent to the execution of this Agreement by the authorized persons of the Merging Company and the Surviving Company, the authorized persons of both companies shall, and are hereby authorized and directed to cause to be executed and filed such documents prescribed by the laws of the States of Delaware and Florida, and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

12. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

13. Managing Member. The name and address of the Managing Member of the Surviving Company is as follows: DomainSystems, Inc., 20 S.W. 27th Avenue, 2nd Floor, Pompano Beach, Florida 33069.

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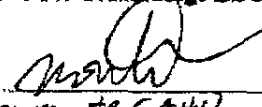
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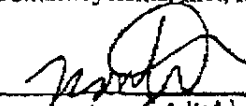
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IN WITNESS WHEREOF, the parties hereto have executed this Agreement on August 14, 2003,
by each of their duly authorized representatives.

MONIKER ONLINE SERVICES LLC,
as the Merging Company
By: DS/MDR Holdings LLC, its sole Member

By: 
Name: Monte CAHN
Title: president

DS/MDR HOLDINGS LLC,
as the Surviving Company
By: DomainSystems, Inc., its sole Member

By: 
Name: Monte CAHN
Title: president

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SECRETARY (V) 2004
JAN 10 10:50 AM 2004