

Document Number Only

P95000009479

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300002452979-5

03/10/98-01081-009

*****70.00 *****70.00

Genesis Direct, Inc.

merged into:

MegaMarketing Acquisition Two, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call When Ready

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

☒ Walk In

☒ Mail Out

☐ Mail Out

Name	
Availability	3/12/98
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

3/10/98

*00789, 00721, 00544,

00672

CR2E031 (1-89)

FILED

88 MAR 10 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GENESIS DIRECT, INCORPORATED, a Florida corporation P95000009479

INTO

MEGAMARKETING ACQUISITION TWO, INC., a Georgia corporation not
qualified in Florida.

File date: March 10, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: GENESIS DIRECT, INCORPORATED
Ref. Number: P95000009479

We have received your document for GENESIS DIRECT, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 298A00013136

Walk In / Pick up

Annette,

Please back date
to 3/10/98

Thanks

RECEIVED
98 MAR 11 PM 4:19
DIVISION OF CORPORATION

98 MAR 10 AM 11:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND ARTICLES OF MERGER

THIS AGREEMENT is made and entered into this 6th day of March, 1998, by and between MegaMarketing Acquisition Two, Inc., a Georgia corporation ("MegaMarketing") and Genesis Direct, Incorporated, a Florida corporation ("Seller"), and constitutes the **PLAN AND ARTICLES OF MERGER** for such corporations. MegaMarketing and Seller are sometimes collectively referred to in this Agreement as the "Constituent Corporations" or are referred to individually as a "Constituent Corporation."

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations and their respective stockholders that Seller be merged with and into MegaMarketing and that MegaMarketing merge Seller with and into itself, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, MegaMarketing, by its Articles of Incorporation, which were filed with the Secretary of State of the State of Georgia on December 11, 1997 has an authorized capitalization of 10,000 shares of common stock, without par value, of which 1,000 shares are now issued and outstanding; and

WHEREAS, Seller, by its Articles of Incorporation, which were filed by the Department of State of the State of Florida on February 6, 1995, has an authorized capitalization of 10,000 shares of common stock, without par value, of which 2,000 shares are now issued and outstanding.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that Seller merge with and into MegaMarketing and that MegaMarketing merge Seller with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Plan and Articles of Merger:

1. Seller shall be, and it hereby is, merged with and into MegaMarketing, and MegaMarketing shall, and it hereby does, merge Seller with and into itself. MegaMarketing shall be the surviving corporation in the merger (the "Surviving Corporation") and shall be governed by the laws of the State of Georgia, which state shall be its domicile.

2. In connection with the merger, the existing Articles of Incorporation of MegaMarketing, are to be the Articles of Incorporation of the Surviving Corporation with the exception that Article I of said Articles of Incorporation of MegaMarketing shall, at the

effective time of the merger and without any further act or action of MegaMarketing, be amended to read: "The name of the Corporation is Genesis Direct, Incorporated."

3. The manner and the basis of converting the outstanding shares of capital stock of each of the Constituent Corporations into the capital stock of parent of the Surviving Corporation in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

a. Upon the effectiveness of the merger, the issued and outstanding shares of the capital stock of Seller shall by virtue of the merger and without further action on the part of the holder thereof be converted into the aggregate of 946,080 shares of the capital stock of the parent of the Surviving Corporation and the right to receive \$1,950,000 in cash as set forth on Exhibit "A" attached hereto.

b. Upon the effectiveness of the merger, each issued and outstanding share of the capital stock of MegaMarketing shall by virtue of the merger and without further action on the part of the holder thereof continue to be one share of the capital stock of the Surviving Corporation.

c. No fractional share or shares of the capital stock of the Surviving Corporation, and no certificate or certificates or scrip therefor, will be issued in connection with the merger. No holder of a fractional share interest or interests will be entitled to voting, dividend or any other rights as a stockholder with respect to such fractional interest or interests. In the event the calculation of the aggregate number of shares deliverable to and for the account of any former holder of the capital stock of a Constituent Corporation would otherwise result in such holder being entitled to a fraction of a share, the number of shares shall be increased to the next higher full share if such fraction is one half or more and shall be reduced to the next smaller full share if such fraction is less than one half.

d. As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Seller shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole shares of the securities of the Surviving Corporation into which such shares of the capital stock of Seller shall have been converted pursuant to this Article.

4. The terms and conditions of the merger are as follows:

a. Until altered, amended, changed or repealed, the Articles of Incorporation of MegaMarketing shall be the Articles of Incorporation of the Surviving Corporation in the merger with the exception that Article I of said Articles of Incorporation of MegaMarketing shall, at the effective time of the merger and without any further act or action of MegaMarketing, be amended to read: "The name of the Corporation is Genesis Direct, Incorporated."

b. Until altered, amended or repealed as provided therein, the bylaws of MegaMarketing in effect on the effective date of the merger shall be the bylaws of the Surviving Corporation.

c. Until altered by the directors or stockholders, as the case may be, of the Surviving Corporation, the officers and directors of MegaMarketing shall continue to serve as the officers and directors of the Surviving Corporation. Such officers and directors shall hold their respective offices until their respective successors shall have been elected and qualified, unless they earlier die, resign or are removed.

d. The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

e. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

f. Pursuant to Section 607.1107(1) Florida Statutes (1997), MegaMarketing affirms that this merger complies with, and is permitted by, the laws of the State of Georgia, MegaMarketing has complied with Section 607.1105 Florida Statutes (1997), and Seller has complied with applicable provisions of Sections 607.1101-607.1104 Florida Statutes (1997).

g. Pursuant to Section 607.1107(2) Florida Statutes (1997), MegaMarketing appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger, and agrees that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger the amount, if any, to which they are entitled under s. 607.1302.

h. This Agreement and the merger contemplated by it were approved and adopted by resolutions of the Boards of Directors of the Constituent Corporations by the unanimous written consent of all directors of such corporations on March 6, 1998.


i. After approval by the Boards of Directors of the Constituent Corporations, this Agreement and the merger contemplated by it were duly approved by the written consent of all the stockholders of such corporations on March 6, 1998.

j. Immediately upon the filing of this Agreement by the Department of State of the State of Florida, and the payment of all fees and taxes required by the laws of the State of Florida, the merger shall be effective.

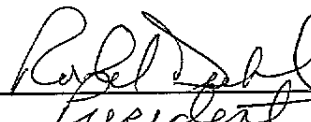
k. In order to facilitate the filing and recording of this Agreement, the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations shave caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Georgia and their respective corporate seals affixed hereto.

MEGAMARKETING ACQUISITION TWO, INC.

By: 
Title: President
Name: Edward J. Rutkowski, Edward J. Rutkowski

GENESIS DIRECT, INCORPORATED

By: 
Title: President
Name: Ronald L. Diehl