



P980000043679

ACCOUNT NO. : 072100000032

REFERENCE : 857208 7161648

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Payne

ORDER DATE : October 9, 2000

ORDER TIME : 11:22 AM

ORDER NO. : 857208-005

000003420740--7

CUSTOMER NO: 7161648

CUSTOMER: Mr. Michael J. Warner
Greenberg Traurig, P.a.
1750 Tysons Blvd.
12th Floor
Mc Lean, VA 22102

ARTICLES OF MERGER

POPSPACE CORP.

INTO

POPSPACE CORP.

FILED
00 OCT 10 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
00 OCT 10 PM 12: 59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

POPSPACE CORP., a Florida corporation P98000043679
,

INTO

POPSPACE CORP., a Delaware corporation not qualified in Florida.

File date: October 10, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER
OF
POPSPACE CORP.
(a Florida corporation)
AND
POPSPACE CORP.
(a Delaware corporation)**

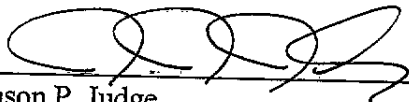
FILED
00 OCT 10 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. POPspace Corp., a Florida corporation (the "Merging Corporation"), shall be merged with and into POPspace Corp., a Delaware corporation (the "Surviving Corporation"), which shall be the surviving corporation.
2. The merger shall become effective when both these Articles of Merger have been filed with the Secretary of State of Florida and a Certificate of Merger has been filed with the Secretary of State of Delaware.
3. A copy of the Agreement of Merger, dated October 6, 2000 (the "Merger Agreement"), which provides for the merger of the Merging Corporation with and into the Surviving Corporation, is attached hereto as Exhibit A and is incorporated herein by reference.
4. The Merger Agreement was adopted by the Board of Directors and shareholders of the Merging Corporation by unanimous written consent dated October 6, 2000.
5. The Merger Agreement was adopted by the Board of Directors and shareholders of the Surviving Corporation by unanimous written consent dated October 6, 2000.

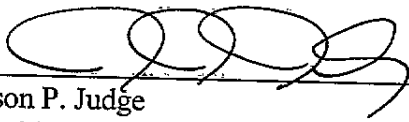
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of October 9, 2000.

POPSPACE CORP.
(a Florida Corporation)

By: 

Jason P. Judge
President

POPSPACE CORP.
(a Delaware Corporation)

By: 

Jason P. Judge
President

EXHIBIT A

AGREEMENT OF MERGER

BY AND BETWEEN

**POPSPACE CORP.
(A FLORIDA CORPORATION)**

AND

**POPSPACE CORP.
(A DELAWARE CORPORATION)**

**AGREEMENT OF MERGER
OF
POPSPACE CORP.
(a Florida Corporation)
INTO
POPSPACE CORP.
(a Delaware Corporation)**

THIS AGREEMENT OF MERGER is entered into as of October 6, 2000 by POPspace Corp., a Florida corporation ("Merging Company") and POPspace Corp., a Delaware corporation ("Successor Corporation").

WHEREAS, the Merging Company is a corporation organized pursuant to the laws of the State of Florida with its principal office located at 11382 Prosperity Farms Road, Suite 130, Palm Beach, FL 33410.

WHEREAS, the Successor Corporation is a corporation incorporated pursuant to the laws of the State of Delaware with its principal office located at 11382 Prosperity Farms Road, Suite 130, Palm Beach, FL 33410.

WHEREAS, the Delaware General Corporation Law permits the merger of a foreign corporation with a corporation organized under the laws of the State of Delaware;

WHEREAS, the Florida Business Corporation Act permits the merger of a corporation organized under the laws of State of Florida with and into a foreign corporation; and

WHEREAS, the Shareholders and Directors of the Merging Company and the Shareholders and Directors of the Successor Corporation deem it to be advisable and in the best interests of their respective companies to merge the Merging Company into the Successor Corporation pursuant to the Delaware General Corporation Law and the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, the parties agree as follows:

1. The following is the Plan of Merger for merging the Merging Company with and into the Successor Corporation as approved by resolution of the Shareholders and Board of Directors of each of the merging entities:

PLAN OF MERGER

(a) Names of the Companies

The name of the company which will be merged into the successor corporation is POPspace Corp., a Florida corporation, and is hereinafter designated the "Merging Company." The name of the successor corporation is POPspace Corp., a Delaware corporation, and is hereinafter designated the "Successor Corporation."

(b) Terms and Conditions

Upon the effective date and time of the merger (as defined below), the separate existence of the Merging Company shall cease. Thereupon the powers, privileges and rights of the Merging Company shall be null and void and all property - real, personal and mixed - and all debts on whatever account and every other interest of or belonging to or due to the Merging Company shall be deemed to be transferred to and vested in the Successor Corporation without further act or deed.

(c) Exchange of Interests of the Merging Company and Successor Corporation.

The individuals listed below constitute all of the stockholders of the Merging Company and as such hold 100% percent of the outstanding stock of the Merging Company. At the Effective Date of the Merger, each stockholder of the Merging Company will receive One (1) share of Common Stock of the Successor Corporation for each share of stock he holds in the Merging Company, in the aggregate amounts as follows:

NAME	NUMBER OF SHARES
Jason P. Judge	43,150
Michael J. Anderson	35,375
Robert G. Spignesi	1,000
Seth A. Buechley	18,142
Jeffrey P. Fontaine	2,333

(d) Stock Options

At the Effective Date (as defined below), all stock options granted to current or former employees or directors of the Merging Company to purchase Common Stock of the Merging Company which are then outstanding and unexercised shall cease to represent a right to acquire Common Stock of the Merging Company and shall be converted automatically into options to acquire Common Stock of the Successor Corporation as provided below, and the Successor Corporation shall assume each Merging Company stock option subject to the terms of the Merging Company's 2000 Stock Option Plan existing immediately prior to the Effective Date ("Stock Option Plan") and the agreements evidencing grants thereunder. The Board of Directors of the Merging Company and the Successor Corporation shall take, or shall cause their committees to take, all action necessary to effectuate the foregoing.

From and after the Effective Date, (i) the number of shares of Common Stock of the Successor Corporation purchasable upon exercise of each outstanding Merging Company stock option shall be equal to the number of shares of the

Merging Company Common Stock that were purchasable under that Merging Company stock option immediately prior to the Effective Date, and (ii) the exercise price per share of Successor Corporation Common Stock under each Merging Company stock option shall be equal to the exercise price per share of Merging Company Common Stock of each Merging Company stock option immediately prior to the Effective Date.

(e) Effective Date

The merger shall become effective upon compliance with the laws of the State of Delaware and the State of Florida, including the filing of the certificates or articles of merger with appropriate governmental agencies (the "Effective Date").

(f) Certificate of Incorporation of Successor Corporation

The Certificate of Incorporation of the Successor Corporation shall be the Certificate of Incorporation of the Successor Corporation.

(g) Bylaws

The Bylaws of the Successor Corporation shall be the Bylaws of the Successor Corporation.

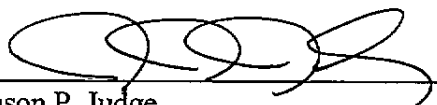
(h) Filings

The principal officers of the Merging Company and Successor Corporation shall execute and file Articles of Merger in the State of Florida and a Certificate of Merger in the State of Delaware, together with any other required documents necessary to accomplish the intent of the Plan of Merger.

[Signatures on following page]

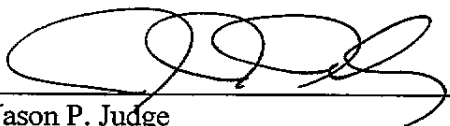
IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations as of the date first written above.

POPSPACE CORP.
(a Florida Corporation)

By: 

Jason P. Judge
President

POPSPACE CORP.
(a Delaware Corporation)

By: 

Jason P. Judge
President