

P99000028235

Greenhold Group, Inc.

1995 East Oakland Park Blvd.
Suite 350
Oakland Park, Florida 33306

Telephone: (954) 564-0006
Facsimile: (954) 564-2132
E-mail: jharris@ofsusa.com

February 15, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
FEB 19 2 11:12
SECRETARY OF STATE
TALLAHASSEE, FL 32314

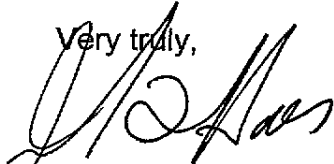
Re: Merger: w5h, Inc. Into Greenhold Group, Inc.

To whom it may concern:

Attached are a Plan of Merger and Articles of Merger, with respective attachments, for the above-referenced transaction. Also enclosed are checks for the \$35 filing fees for the merging and surviving corporations, as well as a return copy for file-stamping and returning in the envelope provided.

Please contact the undersigned if you have any questions.

Very truly,



JOHN D. Harris
President/CEO

700003719057--9
-02/19/01--01130--020
*****35.00 *****35.00

Enclosures: (as)

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-02/19/01--01130--021
*****35.00 *****35.00

merged

T. LEWIS FEB 22 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

W5H, INC., a Florida corporation, P99000055762.

INTO

GREENHOLD GROUP, INC., a Florida entity, P99000028235.

File date: February 19, 2001

Corporate Specialist: Thelma Lewis

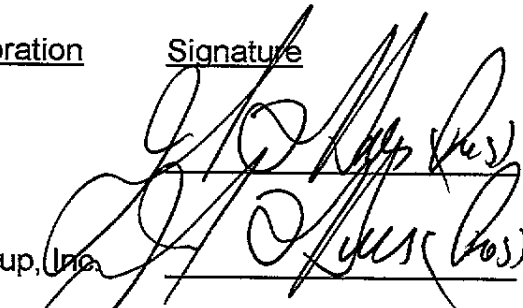
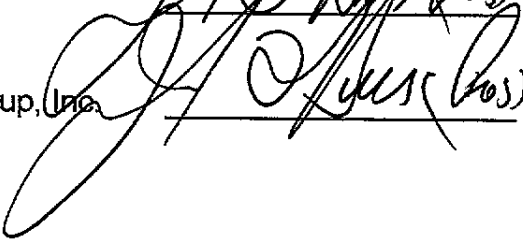
ARTICLES OF MERGER
w5h, Inc. - Greenhold Group, Inc.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes.

- FIRST:** **Surviving** corporation:
 Greenhold Group, Inc., a Florida corporation.
- SECOND:** **Merging** corporation:
 w5h, Inc.
- THIRD:** The Plan of Merger between Greenhold Group, Inc. and w5h, Inc. is attached.
- FOURTH:** This merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.
- FIFTH:** The Plan of Merger was adopted by the Shareholders of Greenhold Group, Inc. on December 20, 2000.
- SIXTH:** The Plan of Merger was adopted by the shareholders of w5h, Inc. on November 20, 2000.

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01 FEB 19 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name/Title</u>
w5h, Inc.		John D. Harris, President
Greenhold Group, Inc.		John D. Harris, President

PLAN OF MERGER
w5h, Inc. - Greenhold Group, Inc.
(Nonsubsidiary)

The following Plan of Merger is submitted in compliance with Section 607.1101 and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>NAME</u>	<u>JURISDICTION</u>
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GREENHOLD GROUP, INC.	State of Florida
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Second: The name and jurisdiction of the merging corporation:

<u>NAME</u>	<u>JURISDICTION</u>
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w5h, Inc.	State of Florida
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Third: The terms and conditions of the merger are as follows:

To be acquired via the voluntary exchange of one million nine hundred eighty-five thousand five hundred (1,985,500) shares of Greenhold Group, Inc. Common Stock for the four million nine hundred sixty-two thousand five hundred (4,962,500) shares of stock belonging to the twenty-nine (29) w5h, Inc. Shareholders, at a rate of .40 share of Greenhold for each share of w5h, Inc., as of December 21, 2000.



Fourth: The manner and basis of converting the shares of the merging corporation into shares, obligations, or other securities of the surviving corporation or any other corporation, or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation, or, in whole or in part, into cash or other property, are as follows:

SEE "Third" above.

Total Greenhold Group, Inc. Common Stock shares as of November 20, 2000: Three million (3,000,000).

Amendments to the Articles of Incorporation of the surviving corporation, Greenhold Group, Inc. (in the form of an additional, updated 2000 Uniform Business Report), as well as the Minutes of the Greenhold Group, Inc. December 21, 2000 Special Meeting of Shareholders (approving merger) and the Minutes of the w5h, Inc. November 20, 2000 Special Meeting of Shareholders (approving merger), are attached as exhibits.

Fifth: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name/Title</u>
w5h, Inc.		John D. Harris, President
Greenhold Group, Inc.		John D. Harris, President

GREENHOLD GROUP, INC.

1995 East Oakland Park Boulevard
Suite 350
Oakland Park, Florida 33306

Telephone: (954) 564-0006
Facsimile: (954) 564-2132
E-mail: jharris@clsusa.com

December 27, 2000

Florida Department of State
ATTN: Division of Corporations - Senior
Section Administrator
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

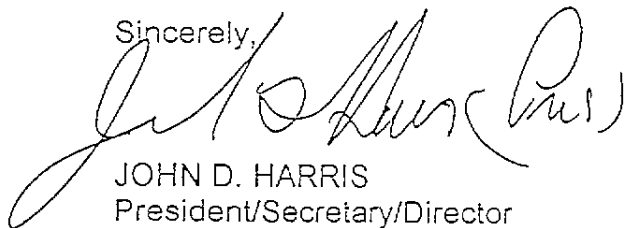
Re: Greenhold Group, Inc. - Amendments - Updated/Additional UBR

To whom it may concern:

The attached additional, updated Uniform Business Report is hereby filed in accordance with Sections 607.1622(7) and/or 617.1622(7) of the Florida Statutes. Enclosed is a check for the \$61.25 filing fee.

PLEASE NOTE: It is **IMPERATIVE** that this document be filed as of the **2000** tax year.

Sincerely,



JOHN D. HARRIS
President/Secretary/Director

Enclosure: (as)

2001 UNIFORM BUSINESS REPORT (UBR)

DOCUMENT # P99000028235

GREENHOLD GROUP, INC.

120 N. U.S. HIGHWAY ONE, #100
TEQUESTA FL 33469

120 N. U.S. HIGHWAY ONE, #100
TEQUESTA FL 33469

995 E. Oakland Park Blvd.
Suite 350
Fort Lauderdale



65-0910697

\$5.75 Add'l
Paid

LAVACHE, VICKI J
120 N. U.S. HIGHWAY ONE, #100
TEQUESTA FL 33469

John D. Harris
1995 E. Oakland Park Blvd.
Suite 350
Fort Lauderdale

33306

John D. Harris
JOHN D. HARRIS

January 8, 2001

FILE NOW. FEE IS \$180.00
After MAY 1, 2001 Fee will be \$550.00
Make Check Payable to Department of State

\$5.00
Added

DPST
LAVACHE, VICKI J
120 N. U.S. HIGHWAY ONE, #100
TEQUESTA FL 33469

12.
DPS
John D. Harris
1995 E. Oakland Park Blvd., Ste. 350
Fort Lauderdale, FL 33306

DPST
LAVACHE, VICKI J
120 N. U.S. HIGHWAY ONE, #100
TEQUESTA FL 33469

GREENHOLD GROUP INC
1995 E Oakland Park Blvd Ste 350
Fort Lauderdale, FL 33306-1149

100E
63-657

Dept of STATE
One Hundred & 75

\$ 150.00

SUNTRUST
SunTrust Bank, South Florida
537 Ocean Mile Office
Fort Lauderdale, FL 33301-8111

Jan 7/01
John D. Harris

⑆067006076⑆044200002⑆168⑆ 100E

John D. Harris
PRESIDENT

MINUTES OF SPECIAL MEETING
OF SHAREHOLDERS OF
GREENHOLD GROUP, INC.

A special meeting of the Shareholders of the above-captioned Corporation was held on December 21, 2000 at 4:00 p.m. at 120 North U. S. Highway One, #100, Tequesta, Florida 33469. The Shareholders hereby waive Notice of this Special Meeting.

There were present the following Shareholders:

<u>Name of Shareholder</u>	<u>Number of Shares</u>
John D. Harris	1,000,000
Dana M. Gallup, Esq.	1,000,000
George Papapostolou	500,000
Merit First, Inc.	300,000

The Shareholders being present, the meeting was called to order by John Harris, Director. The Director presented to the Shareholders a set of Offering Documents by w5h, Inc. dated December 21, 2000, for the merger of w5h, Inc. into the Corporation, issuance of the Corporation's shares to w5h, Inc. shareholders, the prospect of the Corporation's acquiring additional Internet-related companies through the merger with w5h, Inc., as well as the prospect of an Initial Public Offering to take place in January or February of 2001. The Director proposed to the meeting: That such written offering documents by w5h, Inc. be accepted and approved by the shareholders of the Corporation, and that a re-election of officers of the merged corporations be held. Upon motion duly made, seconded, and unanimously carried, it was

RESOLVED, that the resignations of John O'Keefe, Sr., as Director of the Corporation, and Vicki J. Lavache, as President and Secretary of the Corporation, be accepted; and it was further

RESOLVED, that John D. Harris be and was named President, Secretary and Director of the Corporation; and it was further

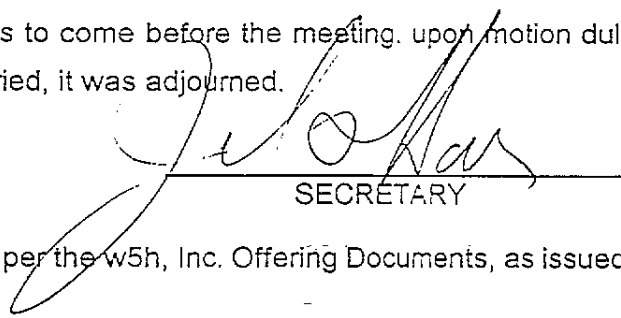
RESOLVED, that a copy of such written offer by w5h, Inc. be annexed to the minutes of this meeting; and it was further

RESOLVED, that the Corporation issue and deliver to w5h, Inc. upon receipt of the consideration therefor, pursuant to the terms of the aforesaid proposal, certificates representing the shares of the Corporation; and it was further

RESOLVED, that the shares so issued shall be fully paid and nonassessable;
and it was further

RESOLVED, that the newly elected Officers of the Corporation be, and hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with consummating the transaction contemplated by the aforesaid proposal and in connection with carrying the foregoing resolutions into effect.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.

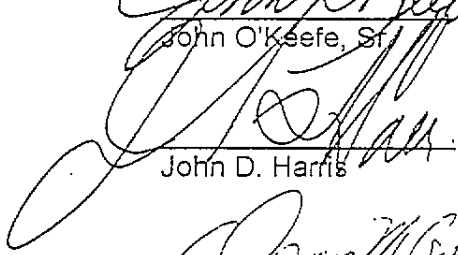


SECRETARY

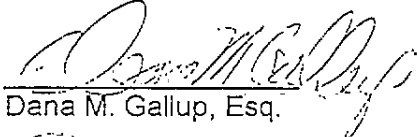
Approved, all the foregoing actions, as per the w5h, Inc. Offering Documents, as issued:



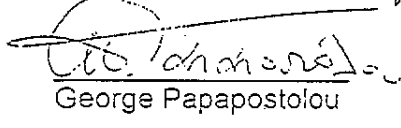
John O'Keefe, Sr.



John D. Harris



Dana M. Gallup, Esq.



George Papapostolou

MINUTES OF SPECIAL MEETING
OF SHAREHOLDERS OF
W5H, INC.

A special meeting of the Shareholders of the above-captioned Corporation was held on November 20, 2000 at 4:00 p.m. at 1995 E. Oakland Park Boulevard, Suite 350, Oakland Park, Florida, as duly noticed to Shareholders as affixed to the minutes of this meeting.

There were present the following Shareholders (all other Shareholders having executed and returned to the Sole Director their respective Stockholders' Consents to the Share Offer and Lock-up Agreement by and Between Greenhold Group, Inc. and W5H, Inc., as affixed to the minutes of this meeting):

<u>Name of Shareholder</u>	<u>Number of Shares</u>
Deborah Dosen	100,000
John J. Galli, Jr. (in rep. also of spouse)	100,000 (50,000 spouse)
Dana M. Gallup, Esq.	1,075,000
Andrés Gómez-Otero	100,000
John D. Harris (in rep. also of spouse)	1,000,000 (200,000)
George Papapostolou	600,000

The Sole Director of the Board being present, the meeting was called to order by John Harris, Sole Director. The Director presented to the meeting a certain written Share Offer and Lock-up Agreement addressed to the Corporation by Greenhold Group, Inc., dated November 5, 2000. After a lengthy question-and-answer period, and upon motion duly made, seconded, and unanimously carried, it was

RESOLVED, that a copy of such written offer be annexed to the minutes of this meeting; and it was further

RESOLVED, that the Corporation issue and deliver to Greenhold Group, Inc. upon receipt of the consideration therefor, pursuant to the terms of the aforesaid proposal, certificates representing the Four Million Nine Hundred Sixty-Two Thousand Five Hundred (4,962,500) shares of the Corporation, \$.001 par value per share; and it was further

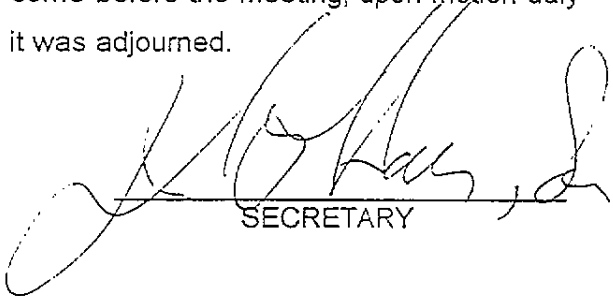
RESOLVED, that the shares so issued shall be fully paid and nonassessable, and that the value of the aforesaid consideration and the stated capital with respect to such shares shall be \$.001.;

and it was further

RESOLVED, that w5h, Inc. be merged into Greenhold Group, Inc.; and it was further

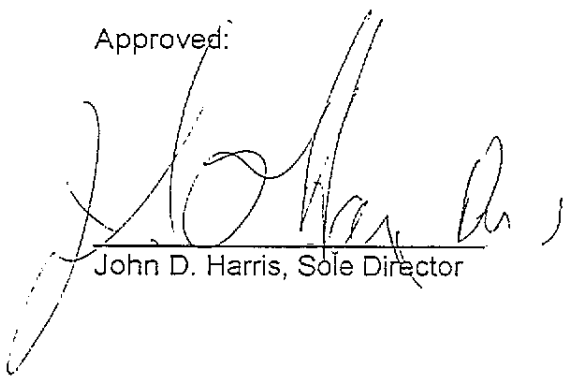
RESOLVED, that the Sole Director of the Corporation be, and they hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with consummating the transaction contemplated by the aforesaid proposal and in connection with carrying the foregoing resolutions into effect.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.



SECRETARY

Approved:



John D. Harris, Sole Director