

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P99000057439

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 12-23-99

700003079177-9
-12/23/99-01044-006
*****78.75 *****78.75

REF. #: 0150.9667

CORP. NAME: Psychology Network.Com, Inc.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

FILED
99 DEC 23 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 6157 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

RECEIVED
99 DEC 23 AM 11:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN UNEMPHATIC COPY
- CERTIFICATE OF STATUS

Examiner's Initials _____

Merger

V. SHEPARD DEC 27 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE PSYCHOLOGY NETWORK, INC., a Florida corporation, P97000101719

INTO

PSYCHOLOGY NETWORK.COM, INC., a Florida entity, P99000057434

File date: December 23, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

OF

THE PSYCHOLOGY NETWORK, INC., a Florida corporation

INTO

PSYCHOLOGY NETWORK.COM, INC., a Florida corporation

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), THE PSYCHOLOGY NETWORK, INC., a Florida corporation ("PNI"), and PSYCHOLOGY NETWORK.COM, INC., a Florida corporation ("PNC"), adopt the following Articles of Merger for the purpose of merging PNI with and into PNC.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between PNI and PNC was adopted by the Board of Directors and the shareholders of each of PNI and PNC by unanimous written consent in accordance with the provisions of 607.1103 of the Act as of December 20, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 21st day of December, 1999.

THE PSYCHOLOGY NETWORK, INC.

By: 

Name: Dani Itzhaki
Title: President

PSYCHOLOGY NETWORK.COM, INC.

By: 

Name: Mark Hirsch
Title: President

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TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 20, 1999, between THE PSYCHOLOGY NETWORK, INC., a Florida corporation ("PNI"), and PSYCHOLOGY NETWORK.COM, INC., a Florida corporation ("PNC" or the "Surviving Corporation").

WHEREAS, PNI and PNC desire to effect the statutory merger of PNI with and into PNC, with PNC to survive such merger.

1. **Constituent Corporations.** PNI and PNC shall be parties to the merger (the "Merger") of PNI with and into PNC.

2. **Terms and Conditions of Merger.** PNI (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "Act"), be merged with and into PNC (the "Surviving Corporation"), which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of common stock of PNI issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of PNI shall for all purposes be deemed to evidence the ownership of the same number of shares of PNC as outstanding immediately prior to the Effective Date.

4. **Articles of Incorporation.** The Articles of Incorporation of PNC as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect.


5. **Bylaws.** The Bylaws of PNC as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of PNC in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of PNI and PNC are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the Act.

THE PSYCHOLOGY NETWORK, INC.

By: 
Name: Dani Itzhaki
Title: President

PSYCHOLOGY NETWORK.COM, INC.

By: 
Name: Mark Hirsch
Title: President