

321133

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

ERIC OF AMERICA, INC.

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Merge  
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7

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

E COMMERCE SYSTEMS, CORP., a Florida corporation, document number  
P01000070753

INTO

BRIC OF AMERICA, INC. which changed its name to

**E COMMERCE SYSTEMS, CORP.**, a Florida entity, 321133

File date: December 20, 2001

Corporate Specialist: Karen Gibson

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## ARTICLES OF MERGER

OF

E COMMERCE SYSTEMS, CORP., a Florida Corporation

with

BRIC OF AMERICA, INC., a Florida Corporation

ARTICLES OF MERGER between BRIC OF AMERICA, INC., a Florida corporation  
 ("Surviving Corp.") and E Commerce Systems, Corp., a Florida corporation, wholly owned by ERIC  
 OF AMERICA, INC., ("Disappearing Corp.")

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Surviving Corp and  
 Disappearing Corp. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated November 1, 2001, ("Plan of Merger"),  
 between Surviving Corp. and Disappearing Corp., was approved and adopted by the Board of  
 Directors and the shareholders of Disappearing Corp. on November 1, 2001, and was approved and  
 adopted by the shareholders of Surviving Corp. on December 14, 2001, after recommendation by its  
 Board of Directors.

2. Under the Plan of Merger, all issued and outstanding shares of Disappearing Corp.'s  
 common stock will be canceled and the assets of the disappearing corporation shall become assets  
 of the Surviving Corp. The liabilities of the Disappearing Corp. shall become liabilities of the  
 Surviving Corp. The name of the Surviving Corp. shall be changed to E Commerce Systems, Corp.  
 effective at the time these Articles of Merger are filed.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully  
 set forth herein.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the  
 Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on December 14, 2001.

*Wanda L. Morgan*  
 Wanda L. Morgan  
*Amy H. Johnson*  
 AMY H. JOHNSON

BRIC OF AMERICA, INC.

By: *John G. Pierce*

John G. Pierce, Executive Vice President

ATTEST

*John G. Pierce*

John G. Pierce, Secretary (Corporate Seal)

E Commerce Systems, Corp.

By: *Tom Arrigoni*

Tom Arrigoni, President

ATTEST

*John G. Pierce*

John G. Pierce, Secretary

*Wanda L. Morgan*  
 Wanda L. Morgan  
*Amy H. Johnson*  
 AMY H. JOHNSON

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PLAN OF MERGER  
DATED NOVEMBER 1, 2001

Merger between BRIC OF AMERICA, INC., (the "Surviving Corp.") and E Commerce Systems, Corp. (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation as set forth herein shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The Composite Articles of Incorporation, which shall take effect on the Effective Date, are as follows:

COMPOSITE ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation shall be:

E. COMMERCE SYSTEMS, CORP.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in any lawful business including the general real estate business; any internet business; the buying, selling, exchanging, developing, sub-dividing and improving lands and tenements; the loaning of money for itself and as agents for others upon mortgages or other securities and the purchasing, trading and selling of lands and money obligations secured upon real or personal property; the buying, loaning and improving of real estate by development of the same or erecting buildings or other structures thereon and leasing and cultivating the same; the borrowing of money and executing mortgages or deeds of trust upon real estate or personal property as security therefor, and the doing of any and all acts necessary for the carrying out of the powers herein enumerated.

(b) To borrow or raise money for any of the purposes of the Corporation, in such amounts as the Board of Directors may from time to time determine, to issue bonds, debentures, notes or other obligations of any nature, and in any manner for moneys so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract either at the time owned or thereafter acquired or in any other manner.

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(c) To acquire all or part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, to pay for the same in cash or stock or bonds of the Corporation or otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

(d) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, and in any part of the world.

(e) The objects and purposes specified in the foregoing clauses of this Article II shall, except where otherwise expressed in this Article, shall not be in any way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### ARTICLE III

#### STOCK

The authorized Capital Stock of this Corporation shall consist of twenty-five million (25,000,000) shares of common stock, par value 1 cent (\$0.01) per share.

### ARTICLE IV

#### CAPITAL

The amount of capital with which this Corporation shall begin business shall be not less than \$25,000.00.

### ARTICLE V

#### CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE VI

The street address of the principal office and the registered office of this Corporation shall be 800 North Ferncreek Avenue, Orlando, Florida 32803, with the privileges of having branch or other offices at other places within or without the State of Florida. The Registered Agent shall be John G. Pierce

ARTICLE VII

## NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than two (2) nor more than five (5) persons. The remaining members of the Board of Directors may elect replacement members of the Board of Directors at any time.

ARTICLE VIII

## SPECIAL PROVISIONS

(a) No holder of stock of the Corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the Corporation may at any time issue, whether or not the same shall be convertible into stock of the Corporation of any class of shall entitle the owner or holder to purchase stock of the Corporation of any class.

(b) The Board of Directors, in addition to choosing the Chairman of the Board of Directors, President, Executive Vice President, Secretary and Treasurer of the Corporation, may choose additional Vice Presidents, and such officers shall serve until the next annual meeting of the Board or until their successors are duly elected and qualified. All officer vacancies shall be filled by the Executive Committee in the manner provided in the By-Laws. The Board of Directors may appoint an Executive Committee consisting of two (2) or more of its members

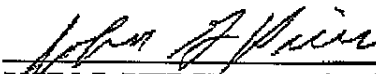
(c) The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute and all rights conferred upon stock holders herein are granted subject to this reservation.

Acceptance of Appointment as  
Registered Agent

By: John G. Pierce  
John G. Pierce

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IN WITNESS WHEREOF, the undersigned, certifies that these Articles of Incorporation were adopted and approved by the shareholders this 14 day of December, 2001, to become effective when filed with the Secretary of State of the State of Florida.

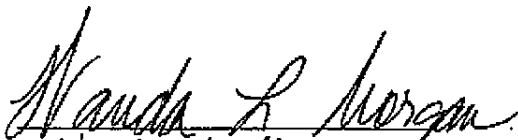
  
JOHN G. PIERCE, Executive Vice President,  
Secretary and Director

2. Conversion of Shares. All shares of the disappearing corporation's common stock shall be canceled, and the assets of the disappearing corporation shall become assets of the surviving corporation. The liabilities of the disappearing corporation shall become liabilities of the surviving corporation. BRIC OF AMERICA, INC., as the sole shareholder of the disappearing corporation, hereby affirms that there are no dissenting shareholders because BRIC OF AMERICA, INC., as the sole shareholder, has approved the merger.

3. Initial Directors. The initial members of the Board of Directors until their successors are elected are as follows:

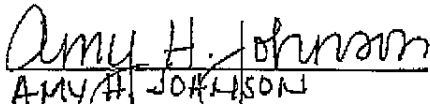
Thomas Arrigoni  
John G. Pierce  
Calvin J. Harris

IN WITNESS WHEREOF, the parties have set their hands on November 1, 2001.

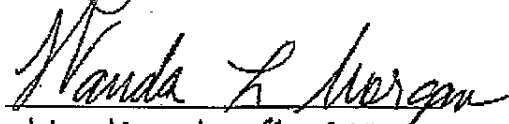
  
Wanda L. Morgan

BRIC OF AMERICA, INC.

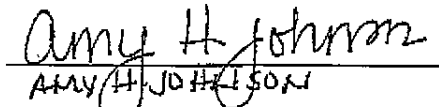
By:   
Executive Vice President

  
AMY H. JOHNSON

E Commerce Systems Corp.

  
Wanda L. Morgan

By:   
Thomas Arrigoni, President

  
AMY H. JOHNSON