

F00000000522

RECEIVED

00 DEC -8 PM 4:37
DIVISION OF CORPORATIONS

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000064178 7))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : ATLAS PEARLMAN, P.A.
Account Number : 076247002423
Phone : (954) 763-1200
Fax Number : (954) 766-7800

FILED
00 DEC -8 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

RACEWAY NET, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

Merger
KRG
12/11

Electronic Filing Menu

Corporate Filing

Public Access Help

12/8/00 1:08 PM

ARTICLES OF MERGER
Merger Sheet

MERGING:

SMX ACQUISITION CORP., a Florida corporation, document number
P00000111180

INTO

RACEWAY.NET, INC., a Delaware entity, F00000000522

File date: December 8, 2000

Corporate Specialist: Karen Gibson

ATLAS PEARLMAN

ATTORNEYS AT LAW

Please Deliver This Facsimile To:

NAME: Ms. Susan Payne

COMPANY: Division of Corporations

FACSIMILE NO.: (850) 922-4000

FROM: Clint Gage, Esq.

TOTAL PAGES:

DATE: December 8, 2000

PHONE NO.: (850) 487-6901

IF YOU DO NOT RECEIVE ALL PAGES PLEASE CALL OFFICE SERVICES (954) 766-7851

URGENT

Please review
For your approval

- ☐ As requested
- ☐ Call upon receipt
- ☐ For your information

A HARD COPY OF THIS FACSIMILE:

- ☐ Will follow by mail
- ☐ Will not follow by mail

MESSAGE: Document has been revised per your request. Thank you.

FILE NAME: SMX

FILE NO.: 6042.00301

THIS FACSIMILE MESSAGE MAY CONTAIN PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US BY TELEPHONE IMMEDIATELY AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS BY REGULAR MAIL. THANK YOU.

Suite 1700, 350 East Las Olas Boulevard, Fort Lauderdale, Florida 33301
Telephone (954) 763-1200 / Facsimile (954) 766-7800 / E-mail ap@atlaslaw.com / Web site <http://www.atlaslaw.com>

FORT LAUDERDALE • MIAMI • BOCA RATON • NAPLES • SANTIAGO, CHILE

828 F-428 P.001/004 1-936

854-766-7800

FROM-ATLAS PEARLMAN, PA

DEC-08-2000 17:10

**ARTICLES OF MERGER
OF
SMX ACQUISITION CORP. (a Florida corporation)
WITH AND INTO
RACEWAY.NET, INC. (a Delaware corporation)**

FILED
00 DEC -8 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** SMX ACQUISITION CORP., a Florida corporation bearing Document #00000111180 ("Acquisition") shall be merged (the "Merger") with and into RACEWAY.NET, INC., a Delaware corporation ("Raceway"). Acquisition and Raceway are sometimes hereinafter collectively referred to as the "Constituent Corporations." Raceway shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation of Raceway and the By-Laws of Acquisition, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, Raceway shall continue its corporate existence under the laws of the State of Delaware, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Acquisition's common stock ("Acquisition Common Stock") shall be converted into one share of Raceway's common stock ("Raceway Common Stock"), and each share of outstanding Raceway Common Stock shall be converted into 9.58733318 shares of the common stock ("SMX Common Stock") of SMX Corp., a Florida corporation and parent company of Acquisition ("SMX"), pursuant to Article III of the Agreement and Plan of Merger (the "Plan of Merger") between Acquisition, Raceway, SMX and Lancer Offshore, Inc.

Clint J. Gage, Esq., FL Bar #0191779
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Ste. 1700
Fort Lauderdale, Florida 33301
(954) 766-1200


H00000064178 7

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

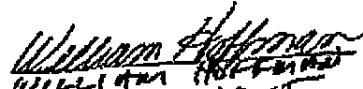
THIRD: The Plan of Merger was adopted by Acquisition's board of directors by Unanimous Written Consent dated December 5, 2000, and by Acquisition's shareholders by Unanimous Written Consent dated December 5, 2000; and by Raceway's board of directors by Resolution adopted at a meeting of the board of directors held December 1, 2000, and by the holders of a majority of the outstanding shares of the Raceway Common Stock by Written Consent dated December 1, 2000; and by SMX's board of directors by Unanimous Written Consent dated December 5, 2000, and by the holders of a majority of the outstanding shares of the SMX Common Stock by Written Consent dated December 3, 2000.

Signed this 7th day of December 2000.

SMX Acquisition Corp.
a Florida corporation

By: 
Laurence S. Isaacson
Its President

Raceway.Net, Inc.
a Delaware corporation

By: 
WILLIAM HOFFMAN
Its: VICE PRESIDENT