

F00000002393

Z00ML0T

August 31, 2001

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700004568427--4
-09/04/01--01107--003
-*****35.00 *****35.00

Re: Application by Foreign Profit Corporation To File Amendment
To Application For Authorization To Transact Business In Florida

Dear Sir or Madam:

Enclosed is an Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business in Florida completed by ZoomLot Funding, Inc., now known as FundHere, Inc. To evidence the amendment, I have enclosed a copy of the Articles of Amendment And Merger filed with the Arizona Corporation Commission on July 24, 2001, as well as a Certificate of Good Standing issued by the Corporation Commission to FundHere, Inc. on August 17, 2001. Also enclosed is a check in the amount of \$35.00 payable to the Department of State in payment of the filing fee.

Please contact me at 602-778-5004 if you have any questions or instructions regarding this filing.

Very truly yours,

Kathleen Chacon

Kathleen Chacon
Legal Assistant

kc: Enclosure

FILED
01 NOV -2 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
T. LEWIS NOV 2 2001



October 25, 2001

Florida Department of State
Division of Corporations
Attn: Thelma Lewis
Corporate Specialist Supervisor
P.O. Box 6327
Tallahassee, Florida 32314

Re: ZoomLot Funding, Inc.
Letter Number 901A00051202

Dear Ms. Lewis:

Thank you for your letter dated September 12, 2001, a copy of which is hereby enclosed. As requested in the September 12, 2001 letter, enclosed is a Certificate of Fact Sheet issued by the Arizona Corporation Commission on October 18, 2001 attesting to the name change. Also enclosed is the original Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida previously submitted for filing.

Please contact me at 602-778-5004 if you have any questions or further instructions regarding this matter. Your cooperation is appreciated.

Very truly yours,

A handwritten signature in cursive script that reads "Kathleen Chacon".

Kathleen Chacon
Legal Assistant

kc: Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 12, 2001

KATHLEEN CHACON, LEGAL ASSISTANT
ZOOMLOT FUNDING, INC.
2575 E. CAMELBACK ROAD, SUITE 700
PHOENIX, AZ 85016

SUBJECT: ZOOMLOT FUNDING, INC.
Ref. Number: F00000002393

We have received your document for ZOOMLOT FUNDING, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 901A00051202

RECEIVED
01 NOV -2 AM 9:36
DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
01 NOV -2 AM 11:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. ZoomLot Funding, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Arizona
Incorporated under laws of
3. May 1, 2000
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 24, 2001

5. FundHere, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Steven P. Johnson
Signature

August 27, 2001
Date

Steven P. Johnson
Typed or printed name

Secretary
Title

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****FUNDHERE, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on March 21, 2000.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; that its most recent Annual Report, subject to the provisions of A.R.S. 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 17th Day of August, 2001, A. D.



EXECUTIVE SECRETARY

BY: *[Signature]*

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, BRIAN C. MCNEIL, EXECUTIVE SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT THE RECORDS IN THIS OFFICE SHOW THAT ON THE 24TH DAY OF JULY 2001 FUNDHERE.COM, INC. AN ARIZONA CORPORATION MERGED WITH AND INTO ZOOMLOT FUNDING, INC AN ARIZONA CORPORATION THE SURVIVOR, AND THEREAFTER CHANGED IT'S NAME TO FUNDHERE, INC. ON THE 24TH DAY OF JULY 2001, AS PROVIDED BY LAW.

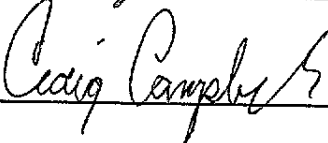
IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official
seal of the Arizona Corporation
Commission. Done at Phoenix, the
Capital, this

18TH day of OCTOBER

2001, A.D.




EXECUTIVE SECRETARY

BY 

AZ. CORP. COMMISSION
DELIVERED

JUL 24 2001

FILED BY Mr. Little
TERM _____
DATE 7/24/2001

ARTICLES OF AMENDMENT AND MERGER

OF

FUNDHERE.COM, INC. (-0945446-0)
disappearing corporation

AND

ZOOMLOT FUNDING, INC. (-0943981-9) (SURVIVOR)
survivor amending its name to:

FUNDHERE, INC.

**ARTICLES OF AMENDMENT AND MERGER
OF
ZOOMLOT FUNDING, INC.**

1. Filed simultaneously with these Articles Of Amendment And Merger is the Plan of Merger which has been adopted by FundHere.com, Inc., an Arizona corporation, which is the disappearing corporation, and ZoomLot Funding, Inc., an Arizona corporation, which is the surviving corporation.
2. The name of the surviving corporation is ZoomLot Funding, Inc., and its known place of business is 2575 East Camelback Road, Suite 700, Phoenix, Arizona 85016.
3. The name and address of the statutory agent of the surviving corporation is Steven P. Johnson, 2575 East Camelback Road, Suite 700, Phoenix, Arizona 85016.
4. The Articles of Incorporation of the Surviving Corporation are amended by the amendment and restatement of Article 1 thereof as follows:

ARTICLE 1

The name of the Corporation is **FundHere, Inc.**

5. Approval of the shareholders of one ore more of the corporations which are parties to the merger is required. The designation of voting groups in each corporation which is a party to the merger entitled to vote separately on the merger, the number of votes in each, the number of votes represented at the meeting at which the merger was adopted and the votes cast for and against the merger were as follows:

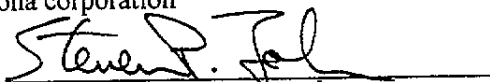
ZoomLot Funding, Inc., the surviving corporation. There is only one voting group eligible to vote on approval of the merger. The voting group consisting of 10,000 outstanding shares of common stock is entitled to 10,000 votes. There were 10,000 votes present at the meeting. The voting group cast 10,000 votes for and 0 votes against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

FundHere.com, Inc., the disappearing corporation. There is only one voting group eligible to vote on approval of the merger. The voting group consisting of 1,000 outstanding shares of common stock is entitled to 1,000 votes. There were 1,000 votes present at the meeting. The voting group cast 1,000 votes for and 0 votes against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

DATED as of this 24 day of July, 2001

ZoomLot Funding, Inc.,
an Arizona corporation

By:



Steven P. Johnson

Its:

Secretary

PLAN OF MERGER

This Plan Of Merger ("Plan Of Merger") sets forth the terms and conditions for the merger (the "Merger") of ZoomLot Funding, Inc., an Arizona corporation (the "Surviving Corporation") and FundHere.com, Inc., an Arizona corporation (the "Disappearing Corporation") pursuant to the provisions of the Arizona Revised Statutes.

1. The Merger: Effects of the Merger. On the Effective Date (as defined below), the Disappearing Corporation will be merged with and into the Surviving Corporation in accordance with, and with the effect provided in the Arizona Revised Statutes; the separate existence of the Disappearing Corporation will cease; the Surviving Corporation will continue in existence as an Arizona corporation and will succeed to all of the rights, privileges, immunities, and properties of the Disappearing Corporation; and the Surviving Corporation will be responsible and liable for all of the debts, liabilities, and obligations of the Disappearing Corporation. Without limiting the foregoing, on and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Disappearing Corporation; and all property, real, personal, and mixed, and all and every other interest belonging to the Disappearing Corporation shall be vested in the Surviving Corporation and shall be thereafter as effectually the property of the Surviving Corporation as they were of the Disappearing Corporation, and the title to any real estate vested, by deed or otherwise, in the Disappearing Corporation shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of the Disappearing Corporation shall be preserved unimpaired; and all debts, liabilities, and duties of the Disappearing Corporation shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it. Any action or proceeding, whether civil, criminal, or administrative, pending by or against the Disappearing Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted as a party in such action or proceeding in place of the Disappearing Corporation.

2. Effective Date. The Merger is effective upon filing of the Articles of Merger by the Arizona Corporation Commission (the "Effective Date").

3. Issued Shares. All shares of the Disappearing Corporation and the Surviving Corporation are held entirely by a single shareholder – ZoomLot Corporation. Therefore, on the Effective Date, by virtue of the Merger, the issued shares of the Disappearing Corporation shall not be converted in any manner, but each such share which is outstanding as of the Effective Date shall be surrendered and extinguished.

4. Abandonment of Merger. At any time before the Effective Date, the Board of Directors of the Disappearing Corporation and the Board of Directors of the Surviving Corporation shall have authority to abandon the Merger and terminate this Plan of Merger, if any of the licenses, qualifications or other governmental approvals in any other jurisdiction necessary for the Surviving Corporation to continue the business and operations of the Disappearing Corporation

in said State, as conducted by the Disappearing Corporation prior to the Merger, are not obtained on terms acceptable to the Surviving Corporation, such abandonment and termination to be in accordance with the procedures determined by, and at the discretion of, such Board of Directors.

5. Further Assurances. If at any time after the Effective Date, the Surviving Corporation deems it necessary or advisable that any further assignments or assurances in law are required to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, title to, and possession of, any property or right of the Disappearing Corporation acquired or to be acquired as a result of the Merger, the Surviving Corporation and its proper officers and directors shall execute and deliver any deed, assignment, or other document and take any such other action as may be required and such proper officers and directors are fully authorized in the name and on behalf of the Disappearing Corporation or otherwise to take any and all such action.

6. Amendment; Headings. This Plan of Merger may be amended by the parties hereto by action taken or authorized by the Board of Directors of the Surviving Corporation and the Disappearing Corporation at any time before or after the approval of the matters presented in connection with the Merger by the shareholders of the Surviving Corporation and the shareholders of the Disappearing Corporation. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of all of the parties hereto. The headings in this Plan of Merger are inserted for convenience only and shall not constitute a part hereof.

Dated: July 24, 2001

Surviving Corporation:

ZoomLot Funding, Inc.,
an Arizona corporation

By: Steven P. Johnson
Steven P. Johnson
Its: Secretary

Disappearing Corporation:

FundHere.com, Inc.,
an Arizona corporation

By: Steven P. Johnson
Name: Steven P. Johnson
Its: Secretary