

F00000002790

HOLLAND, Kenneth L. P.  
Requester's Name

315 So. Calhoun St. Suite 600  
Address

Tallahassee, FL 425-5675  
City/State/Zip Phone #

FILED  
FEB 20 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Skybox Services Corporation &  
(Corporation Name) (Document #)
2. Skybox Inc Share  
(Corporation Name) (Document #) Exchange
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

000003744570--7  
-02/21/01--01002--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☒ Other share exchange

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

DR

2/21/01

ARTICLES OF SHARE EXCHANGE  
OF  
SKYBOX SERVICES CORPORATION  
(a Florida corporation)  
AND  
LANBOX, INC. CORPORATION  
(a Delaware corporation)

---

FILED  
01 FEB 20 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), and Section 252 of the Delaware General Corporation Law, the undersigned hereby certify that:

**Article I**

The names of the corporations which are parties to the share exchange (the "Share Exchange") are Skybox Services Corporation, a Florida corporation ("Skybox"), and Lanbox, Inc., a Delaware corporation ("Lanbox").

**Article II**

The Share Exchange shall become effective upon the later of the filing of these Articles of Share Exchange with the Florida Secretary of State or the Delaware Secretary of State (the "Effective Date").

**Article III**

The Plan of Share Exchange, is attached hereto as Exhibit "A" (the "Plan") was adopted by the Board of Directors of Skybox at a meeting of the Board of Directors of Skybox on February 8, 2001 and by and a majority of the shareholders of Skybox by written action without a meeting on February 13, 2001 and was adopted by the Board of Directors of Lanbox by a Unanimous Written Consent of the Directors of Lanbox dated February 8, 2001 and by a Unanimous Written Consent of the Sole Shareholder of Lanbox dated February 8, 2001.

**Article IV**

The plan of exchange is as follows: 255,296 shares of common stock of Skybox (representing 100% of the issued and outstanding capital stock of Skybox) shall be exchanged for 10,001 shares of common stock of Lanbox (in each case before giving effect to any reduction in the number of shares issuable by

Lanbox as the result of the exercise by any Skybox shareholder of dissenters' rights pursuant to Sections 607.1301, 607.1302 and 607.1320 of the Act).

#### Article V

The Certificate of Incorporation and the Bylaws of Lanbox following the Effective Date shall be amended to reflect the increase in authorized shares and shall remain the Certificate of Incorporation of Lanbox, unless and until it shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Certificate of Incorporation, as amended, shall constitute the Certificate of Incorporation of Lanbox separate and apart from these Articles of Share Exchange and may be separately certificated as the Certificate of Incorporation of Lanbox.

NOW THEREFORE, Skybox Services Corporation, a Florida corporation has caused these Articles of Share Exchange to be executed by its President and Lanbox, Inc., a Delaware corporation has caused these Articles of Share Exchange to be executed by its President and Secretary effective this 16<sup>th</sup> day of February, 2001.

LANBOX, INC.,  
a Delaware corporation

By: \_\_\_\_\_

Rodrigo Gana  
President and Secretary

SKYBOX SERVICES CORPORATION,  
a Florida corporation

By: \_\_\_\_\_

A. J. Hernandez  
President

ACKNOWLEDGMENTS

STATE OF FLORIDA                     )  
   ) SS.  
COUNTY OF MIAMI-DADE         )

On this 16<sup>th</sup> day of February, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared Rodrigo Gana, who acknowledged to me that he is the President and Secretary of Lanbox, Inc., a Delaware corporation, and that he executed as said officer the foregoing Articles of Share Exchange as the act and deed of said corporation and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date and year first aforesaid.



*Mayte Martinez*  
Notary Public

My Commission Expires: 7/13/04

STATE OF FLORIDA                     )  
  ) SS.  
COUNTY OF MIAMI-DADE            )

On this 16<sup>th</sup> day of February, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared A. J. Hernandez, who acknowledged to me that he is the President of Skybox Services Corporation, a Florida corporation, and that he executed as said officer the foregoing Articles of Share Exchange as the act and deed of said corporation and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date and year first aforesaid.



*Mayte Martinez*  
Notary Public

My Commission Expires: 7/13/04

MIA1 #1008141 v5

## EXHIBIT "A"

### PLAN OF SHARE EXCHANGE

- a) The names of the corporations planning to enter into the share exchange (the "Exchange") are:

Skybox Services Corporation, a Florida corporation ("Skybox")  
Lanbox, Inc., a Delaware corporation ("Lanbox")

- b) The terms and conditions of the Exchange are as follows:

On the effective date of the Exchange, the holders of the issued and outstanding shares of the common stock, par value \$1.00 per share (the "Skybox Common Stock"), of Skybox shall receive, in exchange for each share of Skybox Common Stock 0.0391741 shares of the common stock, par value \$.001 per share (the "Lanbox Common Stock"), of Lanbox.

- c) The manner and basis of exchanging the shares of each corporation shall be as follows:

On the effective date of the Exchange:

- (i) Each share of the Lanbox Common Stock shall be unchanged upon the effectiveness of the Exchange.
  - (ii) Each share of Skybox Common Stock that is outstanding immediately prior to the effectiveness of the Exchange shall be surrendered and cancelled upon effectiveness of the Exchange.
- d) The terms of the Exchange shall otherwise be made in accordance with the Agreement and Plan of Stock Exchange dated as of February 8, 2001, which is incorporated herein by reference.
- e) The effective date of the Exchange shall be the date that the Articles of Share Exchange to which this Plan of Share Exchange is attached are filed with the Secretary of State of the State of Florida.