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F00000003125

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MERGER OR SHARE EXCHANGE

WORLD OF WATCHES.COM, INC.

Certificate of Status	1
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WORLDOWATCHES.COM, INC., a Florida corporation, P00000021288

INTO

**WORLDOWATCHES.COM, INC.**, a Delaware entity, F00000003125

File date: June 6, 2000

Corporate Specialist: Darlene Connell

FAX AUDIT NUMBER: H00000030079 8

**ARTICLES OF MERGER  
OF  
WORLDOWATCHES.COM, INC.  
(a Delaware corporation)  
AND  
WORLDOWATCHES.COM, INC.  
(a Florida corporation)**

**FILED**  
00 JUN -6 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WORLDOWATCHES.COM, INC.	Florida	for profit corporation

Florida Document/Registration Number: P00000021288

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WORLDOWATCHES.COM, INC.	Delaware	for profit corporation

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WORLDOWATCHES.COM, INC.	Delaware	for profit corporation

**THIRD:** The attached Agreement and Plan of Merger was approved on June 3, 2000 by the board of directors and shareholders of WORLDOWATCHES.COM, INC., a Florida corporation.

**FOURTH:** The attached Agreement and Plan of Merger was approved on June 2, 2000 by the board of directors and on June 2, 2000 by the sole shareholder of WORLDOWATCHES.COM, INC., a Delaware corporation.

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**FIFTH:** The surviving entity, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** The surviving entity agrees to pay the dissenting shareholders of each of the parties to the merger the amount, if any, to which they are entitled under section(s) 607.1302, Florida Statutes.

**SEVENTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the incorporating documents or bylaws of any corporation that is a party to the merger.

**EIGHTH:** The merger shall become effective at 2:00 p.m. EST on the date the Articles of Merger are filed with Florida Department of State.

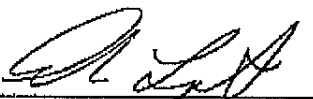
**NINTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 5<sup>th</sup> day of June 2000

WORLDWATCHES.COM, INC.  
(a Florida corporation)

By:   
Ronald Daniels, President

WORLDWATCHES.COM, INC.  
(a Delaware corporation)

By:   
Alan Lipton, President

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**PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
WORLDWATCHES.COM, INC. ("DE Watches")	Delaware

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
WORLDWATCHES.COM, INC. ("FL Watches")	Florida

**Third:** The terms and conditions of the merger are as follows: As of the effective time of the filing of the Articles of Merger, FL Watches shall be merged with and into DE Watches, the separate corporate existence of FL Watches shall cease and DE Watches shall continue as the surviving corporation.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: The outstanding shares of FL Watches shall be converted into the right to receive \$9,000,000 cash and 2,500,000 shares of Common Stock of Odimo.com, Inc., a Delaware corporation and parent corporation of DE Watches.

[SIGNATURES ARE CONTINUED ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, said entities to this merger have caused this Plan of merger to be signed this 2<sup>nd</sup> day of June, 2000.

WORLDWATCHES.COM, INC., a  
Delaware corporation

By: 

Name: Alan Lipton

Title: President

WORLDWATCHES.COM, INC., a  
Florida corporation

By: 

Name: Ron Daniels

Title: President

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