

# F00000003508

**Document Number Only**

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**DATE:** \_\_\_\_/\_\_\_\_/\_\_\_\_

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\*\*\*\*70.00 \*\*\*\*70.00

Corporation(s) Name

\_\_\_\_\_  
\_\_\_\_\_  
E. BRUNSTON, JR.  
MORGAN ZADD: ALUMNA, INC.  
\_\_\_\_\_  
\_\_\_\_\_

FILED  
00 JUL 24 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Profit  Amendment  Merger  
 Nonprofit

Foreign  Dissolution  Mark  
 LLC  Withdrawal

Limited Partnership  UBR  Other  
 Reinstatement  Fictitious Name  Ch. RA  
 UCC  1 or  3

**\*\*\*Special Instructions\*\***

Certified Copy  Photocopies  CU  
 Parts/amends/mergers  Other-See Above  
 Walk in  Pick-up  Will Wait

RECEIVED  
00 JUL 24 PM 1:15  
DIVISION OF  
CORPORATION

Please Return Filed Stamped  
Copies To:

Jeffrey Butterfield  
Thank You!

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

E-BRAINSTORM INC., a Florida corporation, P99000065570

into

**AZURIAN, INC.**, a Delaware entity F00000003508

File date: July 24, 2000

Corporate Specialist: Cheryl Coulliette

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Azurian, Inc.</u>	<u>Delaware</u>

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
<u>eBrainstorm, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 22, 2000 and shareholder approval was not required.

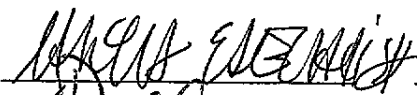
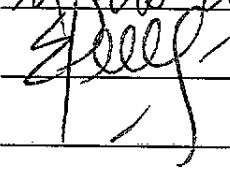
**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 22, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Azurian, Inc.		Carolina Esquenazi, President
eBrainstorm, Inc.		Esther Perez, President

**PLAN OF MERGER**  
**(Non Subsidiaries)**

## AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER**, dated as of the 22 day of June, 2000 between eBRAINSTORM, INC. a corporation organized under the laws of the State of Florida ("eBrainstorm"), and AZURIAN, INC., organized under the laws of the State of Delaware ("Azurian"). The two corporations are hereinafter sometimes called the "Constituent Corporations." eBrainstorm is hereinafter also sometimes referred to as the "Merged Corporation," and Azurian is hereinafter also sometimes referred to as the "Surviving Corporation."

### WITNESSETH:

**WHEREAS**, the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations that eBrainstorm be merged with and into Azurian under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the statutes of the State of Florida and the State of Delaware in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code") and that this Agreement is intended to constitute a "plan of reorganization" within the meaning of Section 368(a) of the Code; and

**WHEREAS**, eBrainstorm by its Articles of Incorporation has an authorized capital stock consisting of 10,000,000 shares of Common Stock, no par value per share, of which 6,000,000 shares of such Common Stock are now issued and outstanding, and which shares of issued and outstanding Common Stock shall be converted into shares of Common Stock of the Surviving Corporation on the effective date of the merger; and

**WHEREAS**, Azurian by its Certificate of Incorporation (the "Charter") has an authorized capital stock consisting of 20,000,000 shares of Common Stock, par value \$0.001 per share, of which no shares are issued and outstanding, as of the effective date of the merger; and

**WHEREAS**, the registered office of eBrainstorm in the State of Florida is located at 1250 East Hallandale Beach Blvd., Suite 306, Hallandale, Florida 33009; and the registered office of Azurian in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801.

**NOW, THEREFORE**, the Constituent Corporations, parties to this Agreement and Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby, pursuant to Section 607.1101 of Florida Business Corporation Act ("FBCA") and Section 252 of the Delaware General Corporation Law ("DGCL"), prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

**FIRST**: Azurian hereby merges with eBrainstorm, and eBrainstorm shall be and hereby is merged with and into Azurian, which shall be the Surviving Corporation. The separate

existence of eBrainstorm shall cease at the effective date of the merger in accordance with applicable law.

**SECOND:** The Charter of Azurian, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or in accordance with applicable law.

**THIRD:** The manner of converting the outstanding shares of the capital stock of the Merged Corporation into the shares of the Surviving Corporation shall be as follows:

(a) Each one (1) share of Common Stock of the Merged Corporation which shall be outstanding on the effective date of the merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and converted into one (1) share of Common Stock of the Surviving Corporation on and as of the effective date of the merger.

(b) After the effective date of the merger, each holder of a certificate or certificates which theretofore represented shares of Common Stock of the Merged Corporation shall cease to have any rights as a stockholder of the Merged Corporation except as such are expressly reserved to such stockholder by statute. After the effective date of the merger, all of the outstanding certificates of the Merged Corporation which prior to that time represented shares of Common Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of the Surviving Corporation into which the shares of the Merged Corporation represented by such certificates have been converted as herein provided.

(c) No certificates or script representing fractional shares of the Surviving Corporation Common Stock shall be issued upon surrender for exchange of certificates representing shares of the Merged Corporation. In lieu of such fractional shares, each fractional share shall be rounded up to the nearest whole number.

**FOURTH:** The terms and conditions of the merger are as follows:

(a) The By-laws of the Surviving Corporation as they shall exist on the effective date of the merger shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided or in accordance with law.

(b) The directors of the Surviving Corporation as they shall exist on the effective date of the merger shall remain the directors of the Surviving Corporation, each to continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) The officers of the Surviving Corporation as they shall exist on the effective date of the merger shall remain the officers of the Surviving Corporation, each to

continue in office until the next annual meeting of directors and until their successors shall have been elected and qualified.

(d) At and after the effective date of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, contracts, commitments, privileges, powers and franchises and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

(e) As and when requested by the Surviving Corporation or by its successors or assigns, the Merged Corporation will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

(f) This Agreement and Plan of Merger shall be submitted to the stockholders of eBrainstorm as and to the extent provided by law. This Agreement and Plan of Merger shall be approved solely by the Directors of Azurian since there were no shares of Azurian issued or outstanding prior to the merger. The merger shall take effect when any and all documents or instruments necessary to perfect the merger, pursuant to the requirements of the FBCA and the DGCL, are accepted for filing by the appropriate office of the State of Florida and the State of Delaware, respectively.

(g) This Agreement and Plan of Merger may be terminated or abandoned by (i) either Constituent Corporation, acting by its Board of Directors, at any time prior to its adoption by the stockholders of eBrainstorm as and to the extent provided by law, or (ii) the mutual consent of the Constituent Corporations, each acting by its Board of Directors, at any time after such adoption by such stockholders and prior to the effective date of the merger. In

the event of such termination or abandonment, this Agreement and Plan of Merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either of the Constituent Corporations or of its Board of Directors or stockholders.

(h) From the effective date of the merger, the officers and directors of the Surviving Corporation are hereby authorized in the name of the corporations that were the Constituent Corporations to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Agreement and Plan of Merger.

**[Remainder of Page Intentionally Left Blank]**

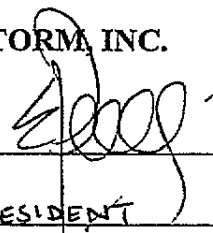


IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by the President and attested by the Secretary of each party hereto.

eBRAINSTORM, INC.

Name: \_\_\_\_\_

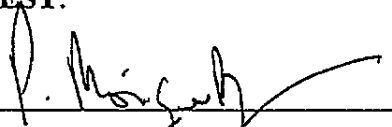
Title: \_\_\_\_\_

  
\_\_\_\_\_

PRESIDENT

ATTEST:

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

  
\_\_\_\_\_

AZURIAN, INC

Name: \_\_\_\_\_

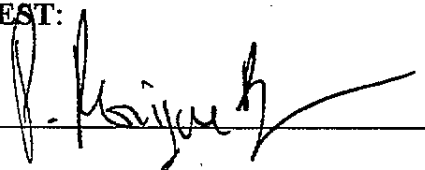
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PRESIDENT

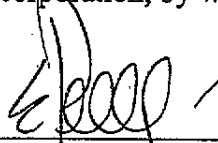
ATTEST:

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

  
\_\_\_\_\_

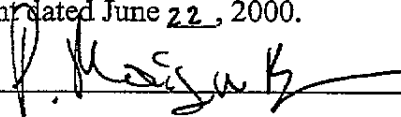
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The undersigned, being the duly elected and acting Secretary of eBrainstorm, Inc., a Florida corporation, hereby certifies that the Agreement and Plan of Merger was duly adopted by the stockholders of, eBrainstorm, Inc., a Florida corporation, by written consent dated June 22, 2000.



\_\_\_\_\_  
Esther Perez, Secretary

The undersigned, being the duly elected and acting Secretary of Azurian, Inc., hereby certifies that the Agreement and Plan of Merger was duly adopted by the directors of Azurian, Inc., a Delaware corporation, by written consent dated June 22, 2000.



\_\_\_\_\_  
P. Monique Byrne, Secretary

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