



Please file 2nd

F00000004859

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
AUG 29 PM 4:00

ACCOUNT NO. : 072100000032
REFERENCE : 799382 4324989
AUTHORIZATION : *Patricia Pujols*
COST LIMIT : \$ 78.75

ORDER DATE : August 15, 2000
ORDER TIME : 11:02 AM
ORDER NO. : 799382-020
CUSTOMER NO: 4324989

*Please file 2nd
Merger*

CUSTOMER: Jeannie Hogue, Paralegal
Stradling Yocca Carlson &
Suite 1600
660 Newport Center Drive
Newport Beach, CA 92660

ARTICLES OF MERGER

000003376020--8

BLUESTANDARD.COM (FLORIDA),
INC.

INTO

BLUESTANDARD.COM (DELAWARE),
INC.

FF 70.00
cc 8.75

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY

CONTACT PERSON: Susie Knight EXT: 1156

EXAMINER'S INITIALS:

8/30/00

RECEIVED
AUG 29 PM 12:10
DIVISION OF CORPORATION

**02250, 00721, 00561, 00672*

ARTICLES OF MERGER
Merger Sheet

MERGING:

BLUESTANDARD.COM, INC., a Florida corporation P00000040858

INTO

BLUESTANDARD.COM (DELAWARE), INC., a Delaware entity,
F00000004859

File date: August 29, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032 Amount charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 29, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: BLUESTANDARD.COM, INC.
Ref. Number: P00000040858

RESUBMIT

Please give original
submission date as file date.

We have received your document for BLUESTANDARD.COM, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 600A00046191

RECEIVED
00 AUG 30 PM 3:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

BlueStandard.com, Inc.

AND

BlueStandard.com (Delaware), Inc.

FILED
00 AUG 29 PM 4:00
TALLAHASSEE, FLORIDA
P00-40858
FC0-4859

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging BlueStandard.com, Inc. with and into BlueStandard.com (Delaware), Inc.

2. The shareholders entitled to vote on the aforesaid Plan of Merger of BlueStandard.com, Inc., approved and adopted the Plan of Merger by Unanimous Written Consent on August 24, 2000.

3. The merger of BlueStandard.com, Inc. with and into BlueStandard.com (Delaware), Inc. is permitted by the laws of the jurisdiction of organization of Delaware and has been authorized in compliance with said laws. There are currently no shares in BlueStandard.com (Delaware) issued and outstanding. Adopted by the Board of Directors by Unanimous Consent on August 24, 2000.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 5:00 p.m. on August 31, 2000.

Executed on August 24, 2000

BlueStandard.com, Inc.

By: Eduardo E. Alegre
Name: Eduardo E. Alegre
Capacity: President

BlueStandard.com (Delaware), Inc.

By: Eduardo E. Alegre
Name: Eduardo E. Alegre
Capacity: President

**PLAN OF MERGER
OF
BLUESTANDARD.COM, INC.
AND
BLUESTANDARD.COM (DELAWARE), INC.**

PLAN OF MERGER adopted on August 24, 2000 by resolution of the Board of Directors of BLUESTANDARD.COM, INC. ("BLUESTANDARD.COM FLORIDA"), a business corporation organized under the laws of the State of Florida, and adopted on August 24, 2000 by resolution of the Board of Directors of BLUESTANDARD.COM (DELAWARE), INC. ("BLUESTANDARD.COM DELAWARE"), a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are BLUESTANDARD.COM, INC., a business corporation organized under the laws of the State of Florida, and BLUESTANDARD.COM, INC., a business corporation organized under the laws of the State of Delaware and doing business in Florida as BLUESTANDARD.COM (DELAWARE), INC. The name of the surviving corporation into which BLUESTANDARD.COM FLORIDA, plans to merge is BLUESTANDARD.COM, INC.

1. BLUESTANDARD.COM FLORIDA and BLUESTANDARD.COM DELAWARE shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Delaware be merged with and into a single corporation, to wit, BLUESTANDARD.COM DELAWARE, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of BLUESTANDARD.COM FLORIDA, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 29.33334 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.