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CORPORATION(S) NAME

InfoExpress.com, Inc. (FL)

InfoExpress.com, Inc. (DE)

Merger

EFFICIENT DATE
17-21-99

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ARTICLES OF MERGER
Merger Sheet

MERGING:

INFOXPRESS.COM, INC., a Florida corporation P98000028332

into

INFOXPRESS.COM, INC., a Delaware entity F99000006424

File date: December 13, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12-13-99

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TALLAHASSEE, FLORIDA

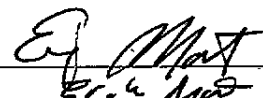
**ARTICLES OF MERGER
OF
INFOXPRESS.COM, INC.
(a Florida corporation)
WITH AND INTO
INFOXPRESS.COM, INC.
(a Delaware corporation)**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Plan of Merger was adopted by the Board of Directors of the constituent corporations on December 7, 1999. Shareholder approval of the Plan of Merger was not required.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized officers this 7th day of December, 1999.

INFOXPRESS.COM, INC., a Delaware
corporation

By: 
Name: Eric A. Dyer
Title: President

INFOXPRESS.COM, INC., a Florida
corporation

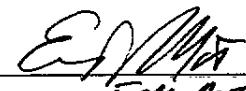
By: 
Name: Eric M. Dyer
Title: President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger (this "Plan of Merger"), dated as of the 7th day of December, 1999, InfoXpress.com Inc., a New York corporation and a wholly owned subsidiary of InfoXpress.com, Inc., a Delaware corporation (the "Parent Corporation"), and InfoXpress.com, Inc., a Florida corporation and a wholly owned subsidiary of the Parent Corporation, shall be merged with and into the Parent Corporation.

SECTION 1
DEFINITIONS

1.1 Effective Date. "Effective Date" shall mean the date on which the Merger contemplated by this Plan of Merger becomes effective pursuant to the laws of the States of Delaware, Florida and New York, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to the Parent Corporation, which, subsequent to the merger contemplated by this Plan of Merger, shall continue to be known as InfoXpress.com, Inc. in accordance with Section 2.1 of this Plan of Merger.

1.3 Subsidiary Corporations. "Subsidiary Corporations" shall refer to InfoXpress.com Inc., a New York corporation ("InfoXpress-NY"), and InfoXpress.com, Inc., a Florida corporation ("InfoXpress-FL").

1.4 Merger. "Merger" shall refer to the merger of the Subsidiary Corporations with and into the Surviving Corporation as provided in Section 2.1 of this Plan of Merger.

SECTION 2
TERMS OF MERGER

2.1 Merger. In accordance with the applicable laws of the States of Delaware, Florida and New York, and subject to the terms and conditions of this Plan of Merger, the Subsidiary Corporations shall, on the Effective Date, be merged with and into the Parent Corporation, which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name InfoXpress.com, Inc.

2.2 Effective Date. The Merger contemplated by this Plan of Merger shall be effective on December 13, 1999.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as it exists on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

2.4 Bylaws. The bylaws of the Surviving Corporation as they exist on the Effective Date shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The directors of the Parent Corporation shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

2.6 Officers. The officers of the Parent Corporation shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

SECTION 3 MANNER OF CONVERTING SHARES

InfoXpress-NY has 100 shares issued and outstanding, all of which are owned by the Parent Corporation. InfoXpress-FL has 1,000 shares issued and outstanding, all of which are owned by the Parent Corporation. The issued and outstanding shares of the Subsidiary Corporations shall be cancelled and cease to exist by virtue of the Merger on the Effective Date. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

[Signatures on next page]

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IN WITNESS WHEREOF, the undersigned corporations have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

SURVIVING CORPORATION:

INFOXPRESS.COM, INC., a Delaware corporation

By: Ed Matlin
Name: Ed Matlin
Title: President

SUBSIDIARY CORPORATIONS:

INFOXPRESS.COM INC., a New York corporation

By: Ed Matlin
Name: Ed Matlin
Title: President

INFOXPRESS.COM, INC., a Florida corporation

By: Ed Matlin
Name: Ed Matlin
Title: President

InfoXpress.com, Inc., a Delaware corporation, as the sole shareholder of the subsidiary corporations, hereby waives the requirement of the parent corporation to mail a copy of the Agreement and Plan of Merger to each shareholder of record of the subsidiary corporations.

INFOXPRESS.COM, INC., a Delaware corporation

By: Ed Matlin
Name: Ed Matlin
Title: President