

H33728



ACCOUNT NO. : 072100000032

REFERENCE : 406018 4313159

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 70.00

FILED  
99 OCT 11 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 8, 1999

ORDER TIME : 11:06 AM

ORDER NO. : 406018-005

CUSTOMER NO: 4313159

600003011436--1

CUSTOMER: Alan Forman, Esq  
Berlack Israels & Liberman  
120 West 45th Street  
28th Floor  
New York, NY 10036

ARTICLES OF MERGER

@EBS, INC.

INTO

ELECTRONIC BUSINESS SERVICES, *Merger*  
INC.

C. COULLETTE OCT 11 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED  
99 OCT 11 PM 12:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

@EBS, INC., a Florida corporation, H33728

INTO

**ELECTRONIC BUSINESS SERVICES, INC.**, a Delaware corporation not  
qualified in Florida.

File date: October 11, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER  
OF  
@ebs, inc.  
AND  
ELECTRONIC BUSINESS SERVICES, INC.

FILED  
99 OCT 11 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 @ebs, inc., a Florida corporation ("@ebs"), with and into Electronic Business Services, Inc., a Delaware corporation ("EBSI").
2. The shareholders of @ebs entitled to vote on the aforesaid Plan of Merger of of @ebs with and into EBSI approved and adopted the Plan of Merger at a meeting of said shareholders held on May 27, 1999.
3. The shareholders of EBSI entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on October 4, 1999.
4. The merger of @ebs with and into EBSI is permitted by the laws of Delaware, the jurisdiction of organization of EBSI, and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of EBSI was October 4, 1999.
5. The effective time and date of the merger herein provided for in the State of Florida shall be 10 a.m. on October 8, 1999.

Executed on October 4, 1999.

@ebs, inc.

By: 

Name: Harold S. Fischer

Title: President and Chief Executive Officer

ELECTRONIC BUSINESS SERVICES, INC.

By: 

Name: Harold S. Fischer

Title: President and Chief Executive Officer

**PLAN OF MERGER** adopted on September 23, 1999 by Unanimous Written Consent of the Board of Directors of @ebs, inc., a business corporation organized under the laws of the State of Florida ("@ebs"), and adopted on October 4, 1999 by resolution of the Board of Directors of Electronic Business Services, Inc., a business corporation organized under the laws of the State of Delaware ("EBSI"). The names of the corporations planning to merge are @ebs, a business corporation organized under the laws of the State of Florida, and EBSI, a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which @ebs plans to merge is EBSI.

1. @ebs and EBSI, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of EBSI be merged with and into a single corporation, to wit, EBSI, 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 @ebs, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease as 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 its 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 non-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 directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with 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 one (1) similarly designated share 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 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 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.