

H49135

Holland & Knight LLP

Requestor's Name

315 S. Calhoun St.

Address

Tallahassee, Fl. 32301

425-5686

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lasergate Systems, Inc (Corporation Name) (Document #) Merge
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
99 DEC 21 PM 12:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- ☐ Walk in ☐ Pick up time 3:00 ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
99 DEC 21 AM 10:59
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

000003076550--7
-12/21/99--01053--019
*****70.00 *****70.00

Examiner's Initials

DR

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

ADVANTIX ACQUISITION CORP., a Florida corporation P99000014125

INTO

LASERGATE SYSTEMS, INC., a Florida entity, H49135.

File date: December 21, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
BETWEEN
LASERGATE SYSTEMS, INC.
AND
ADVANTIX ACQUISITION CORP.**

99 DEC 21 PM 12:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Lasergate Systems, Inc., a Florida corporation (the "Surviving Corporation"), and Advantix Acquisition Corp., a Florida corporation (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

ARTICLE I

The Plan of Merger, as contained in the Agreement and Plan of Merger dated as of June 21, 1999 as amended as of October 20, 1999, effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached to and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II

The effective time and date of the Merger shall be upon the filing of these Articles of Merger with the Florida Secretary of State.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on June 18, 1999 and by the vote of a majority of the outstanding shares of common stock of the Surviving Corporation represented at a special shareholder meeting held on December 21, 1999. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its Board of Directors and its sole shareholder as of June 21, 1999.

ARTICLE IV

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger
as of the 21st day of December, 1999.

LASERGATE SYSTEMS, INC., a Florida
corporation

By: David A. Riley
David A. Riley, President and
Chief Executive Officer

ADVANTIX ACQUISITION CORP., a Florida
corporation

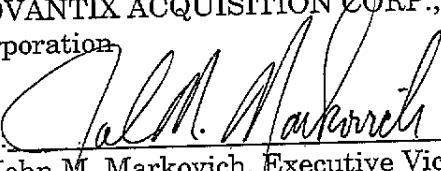
By: _____
John M. Markovich, Executive Vice President

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger
as of the 21st day of December, 1999.

LASERGATE SYSTEMS, INC., a Florida
corporation

By: _____
David A. Riley, President and
Chief Executive Officer

ADVANTIX ACQUISITION CORP., a Florida
corporation

By:  _____
John M. Markovich, Executive Vice President

**PLAN OF MERGER
BETWEEN
LASERGATE SYSTEMS, INC.
AND
ADVANTIX ACQUISITION CORP.**

Lasergate Systems, Inc., a Florida corporation, and Advantix Acquisition Corp., a Florida corporation, adopt the following Plan of Merger, dated as of December 21, 1999, pursuant to Section 607.1101 of the Florida Business Corporation Act.

1. The name of each of the corporations planning to merge is:

i) The name of the surviving corporation is Lasergate Systems, Inc. (the "Surviving Corporation"); and

ii) The name of the merging corporation is Advantix Acquisition Corp. (the "Merging Corporation").

(a) The effective time and date of the merger shall be upon the filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Time").

(b) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

(c) The manner and basis of converting the shares of each corporation shall be as follows:

(i) At the Effective Time, by virtue of the merger and without any action on the part of Surviving Corporation, each issued and outstanding share of common stock, par value \$.03 per share, of the Surviving Corporation (the "Surviving Corporation Common Stock"), except common stock that is owned by Tickets.com, Inc. ("Tickets.com"), the Merging Corporation, the Surviving Corporation, or any subsidiary of these entities, shall be converted into the right to receive \$.10 per share in cash without interest. Each holder of options or warrants to purchase the Surviving Corporation Common Stock that are exercisable at the Effective Time will be entitled to receive an amount in cash, without interest, equal to the product of (i)(A) \$.10, minus (B) the exercise price per share of the Surviving Corporation Common Stock under the applicable option or warrants, multiplied by (ii) the number of shares of the Surviving Corporation Common Stock covered by such

option or warrants; provided, however, that the amounts payable upon the surrender of the options or warrants shall be reduced by any applicable federal and state withholding taxes. All other shares of the Surviving Corporation Common Stock shall be canceled and extinguished and cease to be outstanding.

(ii) At the Effective Time, each issued and outstanding share of preferred stock, no par value, of the Surviving Corporation, (other than preferred stock owned by Tickets.com, the Surviving Corporation, the Merging Corporation, or any subsidiary of these entities, and other than preferred stock owned by holders who have properly exercised their rights of appraisal pursuant to Florida law) shall remain outstanding.

(iii) At the Effective Time, by virtue of the merger and without any action on the part of Surviving Corporation, each issued and outstanding share of common stock, par value of \$.01 per share, of the Merging Corporation that is issued and outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and non-assessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(d) The articles of incorporation of the Merging Corporation shall be the articles of incorporation of the Surviving Corporation, with the exception that the name of the Surviving Corporation shall become Lasergate Systems, Inc., and shall continue in full force and effect until amended and changed under the laws of Florida.

(e) The bylaws of the Merging Corporation at the Effective Time shall become the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided.

(f) The Boards of Directors of the Surviving Corporation and the Merging Corporation may amend this Plan of Merger at any time prior to the filing of the Articles of Merger.