

H71972



ACCOUNT NO. : 072100000032

REFERENCE : 217943 7106411

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigut

ORDER DATE : April 26, 1999

ORDER TIME : 3:54 PM

ORDER NO. : 217943-010

300002855793--9

CUSTOMER NO: 7106411

CUSTOMER: Ms. Adele Tinaro
Cohen & Tauber, LLP
26th Floor
1350 Avenue Of The Americas
New York, NY 10019-4896

ARTICLES OF MERGER

SUPPLYNET, INC.

INTO

S-NET MERGER CO., INC.

RECEIVED
99 APR 28 PM 4:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE RE: MERGER

C. COULLETTE MAY 14 1999

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUPPLYNET, INC., a Florida corporation, H71972

INTO

S-NET MERGER CO., INC., a New York corporation not qualified in Florida

File date: April 28, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 87.50



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 29, 1999

CSC

TALLAHASSEE, FL

SUBJECT: SUPPLYNET, INC.
Ref. Number: H71972

RESUBMIT

Please give original
submission date as file date.

*Please date 4-28-99,
if at all possible.*

*Also, please issue a
certified copy
+ cert re: merger of the filing.*

We have received your document for SUPPLYNET, 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:

Where is the plan? We need you to send in the complete merger with plan and include original signatures. We also need to have the Jurisdiction of S-Net Merger Co., Inc. If it is suppose to be a Florida corporation, we have no record of it here. Merger document should include verbage about both corporations that is not in this document you have submitted. Please get this together and return for filing.

Thank you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 299A00022926

RECEIVED

99 MAY 14 AM 11:25

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Cheryl - Please increase debit
amount to 87.50, in order to
comodate our certifications request.
(cert. copy AND cert re: merger)
Thanks.*

ARTICLES OF MERGER**OF****SUPPLYNET, INC. AND S-NET MERGER CO., INC.**

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 SUPPLYNET, INC. with and into S-NET MERGER CO., INC.
2. The shareholders entitled to vote on the aforesaid Plan of Merger of SUPPLYNET, INC. approved and adopted the Plan of Merger by unanimous written consent dated April 22, 1999.
3. The shareholders of S-NET MERGER CO., INC. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on April 22, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The merger of SUPPLYNET, INC. with and into S-NET MERGER CO., INC. is permitted by the laws of the jurisdiction of organization of S-NET MERGER CO., INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of S-NET MERGER CO., INC. was April 22, 1999.
5. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on May 1, 1999.

Executed on April 22, 1999

SUPPLYNET, INC.

By: 

Robert Berkey, President

S-NET MERGER CO., INC.

By: 

Robert Berkey, President

PLAN OF MERGER adopted on April 22, 1999 by resolution of the Board of Directors of SUPPLYNET, INC., a business corporation organized under the laws of the State of Florida, and adopted on April 22, 1999 by resolution of the Board of Directors of S-NET MERGER CO., INC., a business corporation organized under the laws of the State of New York. The names of the corporations planning to merge are SUPPLYNET, INC., a business corporation organized under the laws of the State of Florida, and S-NET MERGER CO., INC., a business corporation organized under the laws of the State of New York. The name of the surviving corporation into which SUPPLYNET, INC. plans to merge is S-NET MERGER CO., INC.

1. SUPPLYNET, INC. and S-Net Merger Co. Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of S-NET MERGER CO., INC. be merged with and into a single corporation, to wit, S-NET MERGER CO., INC., 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 the name SUPPLYNET, INC. pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of SUPPLYNET, INC., 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 one-half of a share of the common stock 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 New York 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.