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**K41699**  
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TALLAHASSEE, FLORIDA

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

1. Enwise Inc (Corporation Name) (Document #)
2. + (Corporation Name) (Document #) Merger
3. Enwise.com (Corporation Name) (Document #) 000003623780--8  
-02/02/01--01004--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50
4. \_\_\_\_\_ (Corporation Name) (Document #)

☒ Walk in  
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☐ Pick up time \_\_\_\_\_  
☐ Will wait ☐ Photocopy

☒ Certified Copy  
☐ Certificate of Status

*need 2 (type) c/c*

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

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*ADP*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ENWISEN.COM., A FLORIDA CORPORATION, a Florida corp. K41699

INTO

**ENWISEN, INC.**, a Delaware corporation not qualified in Florida

File date: February 1, 2001

Corporate Specialist: Annette Ramsey

# **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Enwisen, Inc.</u>	<u>Delaware</u>

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TALLAHASSEE, FLORIDA

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Enwisen.com., a Florida corporation</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the sole shareholders of the surviving corporation on January 31, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 1, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

Walter R. Smith, Chief Executive Officer

Walter R. Smith, Chief Executive  
Officer

## **AGREEMENT AND PLAN FOR MERGER REORGANIZATION**

This Agreement and Plan for Merger Reorganization ("Agreement") is entered into as of January 31, 2001 by and between Enwise.com, Inc., a Florida corporation, with its principal offices located at 7110 Redwood Boulevard, Novato, CA 94945 ("Company"), and Enwise, Inc., a Delaware corporation ("Newco"). Company and Newco are sometimes referred to herein as "Constituent Corporations".

### **RECITALS**

A. Company is a corporation duly organized and existing under the laws of the state of Florida. There are outstanding on the date of this Agreement 33,964,503 shares of common stock of Company and no shares of any other class.

B. Newco is a corporation duly organized and existing under the laws of the state of Delaware and has a total authorized capital stock of 125 million shares of common stock, of which 100 shares have been issued. Newco has no assets and conducts no business.

C. The Boards of Directors of Company and of Newco have determined that it is advisable and in the best interests of Company and Newco that Company merge with and into Newco upon the terms and conditions herein provided.

D. Newco is a wholly-owned subsidiary of Company.

E. The reorganization described in this Agreement is intended to qualify as a tax-free reorganization under Section 368 of the Internal Revenue Code as amended ("the Code").

### **AGREEMENT**

Company and Newco hereby agree as follows:

1. Incorporation of Recitals. The Recitals set forth above are incorporated herein.

2. Merger In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporation Act, Company shall be merged with and into Newco ("the Merger"), the separate existence of Company shall cease and Newco shall be, and is sometimes referred to as, the "Surviving Corporation."

3. Effectiveness. The Merger shall not become effective until all of the following actions shall be completed:

a. This Agreement and Plan for Merger Reorganization shall have been adopted by the shareholders of Company and the sole shareholder of Newco in accordance with the requirements of the Delaware Corporation Law and the Florida Business Corporation Act.

b. All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof.

c. An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware.

d. Articles of Merger, executed on behalf of each Constituent Corporation, meeting the requirements of the Florida Business Corporation Act, shall have been filed with the office of the Department of State of the State of Florida.

4. Effective Date of the Merger. The date and time when the Merger shall become effective as aforesaid, is herein called the "Effective Date of the Merger". Unless shareholders holding more than one million shares in Company have notified Company of their intent to dissent from the proposed Merger, Company management anticipates completion of the filing requirements in Delaware and Florida immediately upon the receipt of the required approval from the shareholders, with the result that the Merger shall become effective by the end of the day on which the shareholder meeting is held.

5. Effect of Merger Upon the Effective Date of the Merger, the separate existence of Company shall cease and Newco, as the surviving corporation, shall succeed, without other transfer, to all the rights and property of Company and shall be subject to all the debts and liabilities thereof in the same manner as if Newco had itself incurred them. All rights of creditors and all liens upon the property of each Constituent Corporation shall be preserved unimpaired, save that liens, if any, upon the property of Company shall be limited to the property affected by those liens immediately prior to the Effective Date.

6. Certificate of Incorporation and Bylaws. The Certificate of Incorporation (Exhibit A) and bylaws of Newco, as in effect on the Effective Date of the Merger, shall be and remain (until amended or repealed by law) its Amended Certificate of Incorporation and bylaws respectively.

7. Directors and Officers. The directors and officers of Newco from and after the Effective Date of the Merger (until changed in accordance with applicable law and the Certificate of Incorporation and Bylaws of Newco) shall be those individuals elected to such offices in accordance with the Certificate of Incorporation and applicable Delaware law.

8. Manner of Conversion of Stock. On the Effective Date of the Merger, each of the following shall occur without any action by the Constituent Corporations:

a. Each share of Company stock shall be converted into and exchanged for one (1) fully paid and nonassessable share of Newco stock.

b. Each share of Newco stock issued and outstanding immediately prior to the Effective Date of the Merger shall be canceled and returned to the status of authorized but unissued shares.

9. Effect of Merger on Company Options and Warrants. Each outstanding and unexercised option, warrant or right to purchase shares of stock in Company will automatically convert to an option, warrant or right to purchase the same number of shares of stock in Newco, at the same price and subject to the same terms specified in the option and warrant agreements entered into by Company with holders of such options and warrants. A number of shares of Newco shall be reserved for issuance upon the exercise of options and warrants equal to the number of shares of Company stock so reserved immediately prior to the Effective Date of the Merger.

10. NASDAQ Notification. On the Effective Date of the Merger, notification of the Merger and cancellation of Company stock shall be given to the NASDAQ Exchange, with the result that, immediately following the Effective Date of the Merger, there will be no further trading of Company stock.

11. Exchange of Certificates. At any time after the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Company, except for shareholders who have perfected their rights as dissenting shareholders, may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to such holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Newco into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Company common stock shall be deemed for all purposes to represent the number of shares of Newco common stock into which such shares of Company common stock were converted in the Merger.

12. Restrictions on Newco Stock. The stock issued by Newco will be "restricted stock" in accordance with Rule 144 of the Securities Act of 1933.

13. Issuance only to Beneficial Owners. Shares in Newco will only be issued in the name of beneficial owners of the stock. No shares will be registered in the name of brokers, dealers, depositories or the nominees of any of these.

14. Employee Benefit Plans. On the Effective Date of the Merger, Newco shall adopt, continue in effect, and assume all obligations of Company under any and all benefit plans

15. Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Newco or of Company, or of both, notwithstanding the approval of this Agreement by the shareholders of Company.

16. Amendment of Agreement. The Board of Directors of the Constituent Corporations may amend this Agreement at any time [prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement shall not (a) alter or change the amount or kind of Newco shares to be received by shareholders in exchange for or on conversion of their shares in Company, (b) alter or change any term of the Certificate of Incorporation of Newco, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any stock of Company. terms of the Agreement which would materially adversely affect the shareholders or Company.

17. Registered Office. The registered office of Newco in the State of Delaware is 9 East Loockerman Street, Dover, Delaware 19901, and the registered agent of Newco at such address is National Registered Agents, Inc.

18. Agreement. Executed copies of this Agreement will be on file at the principal place of business of Newco at 7110 Redwood Blvd., Suite C., Novato, CA 94945, and copies thereof will be furnished to any shareholder of either Constituent Corporation, on request and without cost.

19. Miscellaneous

a. This Agreement shall be binding upon and shall inure to the benefit of Company and its successors and assigns and of Newco and its successors and assigns.

b. This Agreement is an integrated agreement and constitutes the entire agreement among the parties pertaining to its subject matter. It supersedes all prior agreements and understandings of the parties in connection with that subject matter.

c. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

e. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware and, so far as applicable, the merger provisions of the Delaware Corporation Laws.

(Newco")

Enwisen, Inc., a Delaware Corporation

By: W.R. Smith

WALTER R. SMITH  
(Print or Type Name)

("Company")

Enwisen.com, Inc., a Florida Corporation

By: W.R. Smith

WALTER R. SMITH  
(Print or Type Name)

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ENWISEN, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Secretary of State

3344643 8100

010024712

AUTHENTICATION: 0918881

DATE: 01-17-01

**CERTIFICATE OF INCORPORATION**  
**OF**  
**ENWISEN, INC.**

**ARTICLE I**

The name of the corporation is Enwisen, Inc.

**ARTICLE II**

The address of the registered office of the corporation in the State of Delaware is 9 East Loockerman Street, Dover, Delaware 19901. The name of its registered agent at that address is National Registered Agents, Inc. County of Kent.

**ARTICLE III**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**

The total number of shares of stock which the corporation has authority to issue is fifty million (50,000,000) shares, all of which shall be Common Stock, \$0.001 par value per share.

**ARTICLE V**

The Board of Directors of the corporation shall have the power to adopt, amend or repeal Bylaws of the corporation, but the stockholders may make additional Bylaws and may alter or repeal any Bylaw whether adopted by them or otherwise.

**ARTICLE VI**

Election of directors need not be by written ballot except and to the extent the Bylaws of the corporation shall so provide.

**ARTICLE VII**

To the fullest extent permitted by law, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

#### ARTICLE VIII

The name and mailing address of the incorporator is as follows:

Richard J. Kalish  
912 Lootens Place, Second Floor  
San Rafael, CA 94901

The undersigned incorporator hereby acknowledges that the foregoing certificate is his act and deed and that the facts stated herein are true.

Dated: January 12, 2001

  
Richard J. Kalish, Incorporator

*State of Delaware*  
*Office of the Secretary of State*      PAGE    1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ENWISEN, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3344643    8100

010038776

AUTHENTICATION: 0933560

DATE: 01-24-01

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ENWISEN, INC.**

Pursuant to Section 241 of the General Corporation  
Law of the State of Delaware

**FIRST:** The name of the corporation is Enwissen, Inc.

**SECOND:** The amendment to the Certificate of Incorporation to be effected hereby is  
as follows:

Article IV of the Certificate of Incorporation, relating to the shares of  
stock which the corporation is authorized to issue, is amended to read as follows:

The total number of shares of stock which the  
corporation has authority to issue is one hundred twenty-five  
million (125,000,000) shares, all of which shall be Common  
Stock, \$0.001 par value per share.

**THIRD:** The corporation has not received any payment for any of its stock.  
Directors were not named in the original Certificate of Incorporation and have not yet been  
elected. The amendment effected herein has been duly adopted by the sole incorporator of the  
corporation.

The undersigned incorporator hereby acknowledges that the foregoing  
certificate is his act and deed and that the facts stated herein are true.

Dated: January 23, 2001

  
Richard J. Kalish, Incorporator