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MERGER OR SHARE EXCHANGE

NICHEDIRECTORIES, LLC

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

HARBINGER/IPC PARTNERSHIP a Florida General Partnership

INTO

NICHEDIRECTORIES, LLC, a Florida entity, L00000011014

File date: October 2, 2000

Corporate Specialist: Lee Rivers

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382 and Chapter 620, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. Harbinger/IPC Partnership</u>	<u>Florida</u>	<u>general partnership</u>
<u>5455 N. Federal Highway, Suite O</u>		
<u>Boca Raton, FL 33487</u>		

Florida Document/Registration Number: N/A FEI Number: 65-0646965

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>2. NicheDirectories, LLC</u>	<u>Florida</u>	<u>limited liability company</u>
<u>5455 N. Federal Highway, Suite O</u>		
<u>Boca Raton, FL 33487</u>		

Florida Document/Registration Number: L00000011014 FEI Number: 65-1040150

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. NicheDirectories, LLC</u>	<u>Florida</u>	<u>limited liability company</u>
<u>5455 N. Federal Highway, Suite O</u>		
<u>Boca Raton, FL 33487</u>		

Florida Document/Registration Number: L00000011014 FEI Number: 65-1040150

THIRD: The attached Plan of Merger meets the requirements of Section 608.438 and Chapter 620, Florida Statutes, and was approved by each domestic general partnership and limited liability company that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the agreement of any partnership or the regulations or Articles of Organization of the limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date these Articles of Merger are filed with Florida Department of State.



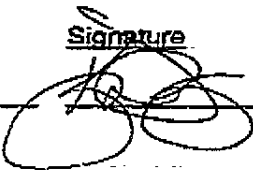
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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SEVENTH: SIGNATURE(S) FOR EACH PARTY.

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
<u>Harbinger/IPC Partnership</u>		<u>Nancy Diamond, President of Harbinger, Inc. a Florida corporation, Partner</u>
		<u>Nancy Diamond, President of NicheDirectories Investment Group, Inc., a Florida corporation, Partner</u>
<u>NicheDirectories, LLC</u>		<u>Kim Bregman, Chief Executive Officer and Manager</u>

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Execution A

PLAN OF MERGER

The following PLAN OF MERGER, which was adopted and approved by each party to the merger in accordance with Sections 608.4381 and 620.8905, is being submitted in accordance with Section 608.438 and Chapter 620, Florida Statutes.

FIRST: The exact name and jurisdiction of merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Harbinger/IPC Partnership	a Florida general partnership
NicheDirectories, LLC	a Florida limited liability company

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
NicheDirectories, LLC	a Florida limited liability company

THIRD: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Each Class A interest of the disappearing general partnership shall, at the effective time and date of the merger, be converted into Class B interests of the surviving company on a 1:1 basis. Each Class B interest of the disappearing general partnership shall, at the effective time and date of the merger, be converted into Class B interests of the surviving company on a .1845:1 basis.

FOURTH: The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Each right to acquire interests in the disappearing general partnership shall, at the effective time and date of the merger, be converted into the right to acquire common interests of the surviving company on a 1:1 basis on the same terms and conditions.

FIFTH: The surviving company will be managed by one or more managers and the names and addresses of the managers are as follows:

<u>Name</u>	<u>Address</u>
Kim Bregman	5455 N. Federal Highway, Suite O Boca Raton, FL 33487
Nancy Diamond	5455 N. Federal Highway, Suite O Boca Raton, FL 33487

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Execution A

SIXTH: The merger shall become effective on the time and date on which the Articles of Merger have been filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed upon behalf of the disappearing general partnership and the surviving company.

HARBINGER/IPC PARTNERSHIP, a Florida general partnership

By: Harbinger, Inc., a Florida corporation, Partner

By: Nancy Diamond
Nancy Diamond, President

NICHEDIRECTORIES, LLC,
a Florida limited liability company

By: Kim Bregman
Kim Bregman, Chief Executive Officer

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