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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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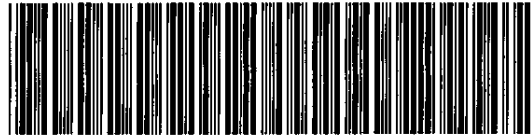
(Business Entity Name)

(Document Number)

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J. BRYAN AUG 25 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Net: Director, LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Jeffery M. Fuller

(Contact Person)

Fuller Holsonback Bivins & Malloy

(Firm/Company)

400 North Ashley Drive, Suite 1500

(Address)

Tampa, Florida 33602

(City, State and Zip Code)

For further information concerning this matter, please call:

Jeffery M. Fuller

(Name of Contact Person)

at (813) 229-9119

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Certificate of Merger
For
Florida Limited Liability Company**

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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Net Director, LLC.	Nevada	Limited Liability Company
Net Director, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Net Director, LLC	Florida	Limited Liability Company
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THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:


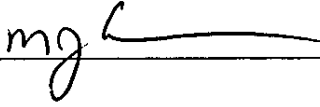
Street address:

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Net Director, LLC</u>		<u>Michael J. Echevarria</u> President of Shark Byte Technologies, Inc. as Sole Member
<u>Net Director, LLC.</u>		<u>Michael J. Echevarria</u> President of Shark Byte Technologies, Inc. as Sole Member.

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated as of August 5, 2006 (this "Agreement"), is between Net Director, LLC. ("Merged Company"), a Nevada limited liability company with an address of 9119 Corporate Lake Drive, Suite 300, Tampa, Florida 33634, and Net Director, LLC ("Surviving Company"), a Florida limited liability company with an address of 9119 Corporate Lake Drive, Suite 300, Tampa, Florida 33634.

BACKGROUND

The sole member and sole manager of Merged Company and the sole member and sole manager of Surviving Company have approved the merger of Merged Company with and into the Surviving Company (the "Merger") upon the terms and conditions set forth in this Agreement and the Plan of Merger. After the Effective Time as defined in Section 1.2, the sole member of Merged Company will own immediately after the Merger 100% of the membership interests of Surviving Company. The parties agree as follows:

ARTICLE I. THE MERGER; EFFECTIVE TIME

1.1 The Merger. Upon the terms and subject to the conditions set forth in this Agreement and in accordance with the Florida Limited Liability Company Act (the "Florida Act") and Chapter 92A of the Nevada Revised Statutes and other applicable Nevada law (collectively, the "Nevada Act"), Merged Company shall be merged with and into Surviving Company. Following the Effective Time, the separate corporate existence of Merged Company shall cease and Surviving Company shall continue as the surviving entity in the Merger and shall succeed to and assume all of the rights and obligations of Merged Company in accordance with the Florida Act and the Nevada Act. Except as provided herein, the separate existence of Surviving Company with all its rights, privileges, immunities, powers, and franchises as a limited liability company under the Florida Act shall continue unaffected by the Merger. The Merger shall have the effects specified in Section 608.4383 of the Florida Act and Section 92.A.250 of the Nevada Act.

1.2 Effective Time. The Merger shall be effective upon the later of (a) the date the Certificate of Merger is filed with the Florida Department of State, or (b) the date the Articles of Merger are filed with the Nevada Secretary of State (the "Effective Time").

1.3 Consent of Members and Managers. The sole manager and sole member of both Merged Company and Surviving Company have approved the Merger in accordance with the Florida Act and Nevada Act.

ARTICLE II. SURVIVING COMPANY

2.1 Name. The name of the Surviving Company shall be "Net Director, LLC".

2.2 Articles of Organization. No changes in the Articles of Organization or Operating Agreement of Surviving Company will be effected by the Merger. The Articles of Organization and Operating Agreement of Surviving Company as in effect as of the Effective Time will continue in full force and effect.

2.3 Management. As of the Effective Time, the management of Surviving Company shall remain vested in its sole manager, Michael J. Echevarria with an address of 9119 Corporate Lake Drive, Suite 300, Tampa, Florida 33634, and the sole member of Surviving Company shall continue to be Shark Byte Technologies, Inc. The manager shall serve at the pleasure of Surviving Company's member in accordance with the provisions of the Operating Agreement and applicable law.

2.4 Dissenting Members. Because the merger was approved by the sole manager and sole member of both Merged Company and Surviving Company, there are no dissenting members.

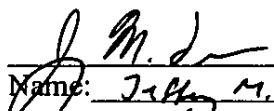
ARTICLE III. CONVERSION OF MEMEBERSHIP INTEREST

3.1 Effect on Membership Interest. At the Effective Time, as a result of the Merger and without any action on the part of Surviving Company, 100% of the membership interests of Merged Company, all of which is owned by Shark Byte Technologies, Inc., shall be automatically consumed and thereby converted into the existing 100% of the membership interests of Surviving Company already owned by Shark Byte Technologies, Inc. Each outstanding certificate of Merged Company shall automatically be cancelled and retired and shall cease to be issued and shall cease to exist. Each issued and outstanding membership interest of the Surviving Company shall continue unchanged and remain outstanding. Shark Byte Technologies, Inc. will continue to own all of the outstanding membership interests of the Surviving Company.

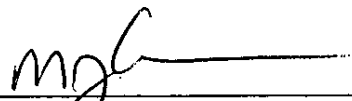
IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized manager of the parties hereto as of the date first written above.

NET DIRECTOR, LLC.
a Nevada limited liability company

Witnesses:


Name: John Hemenway


Name: John Hemenway

By: 

Michael J. Echevarria
Sole Manager

NET DIRECTOR, LLC
a Florida limited liability company

Witnesses:

J. M. J.
Name: John M. Fullin
[Signature]
Name: John HENENWAY

By: [Signature]
Michael J. Echevarria
Sole Manager

1b\NetDirector\PlanofMerger.08-20-06

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