



199000002195

ACCOUNT NO. : 072100000032

REFERENCE : 673795 4310694

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 24, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 673795-005

CUSTOMER NO: 4310694

CUSTOMER: Ms. Anna Salgado
Broad And Cassel
Ste 3000, Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

Name	Patricia Pizito
Availability	OK
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF MERGER

300003223173--7

QUICKBROWSE.COM, LLC

INTO

QUICKBROWSE.COM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

RECEIVED
00 APR 25 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

00 APR 25 PM 1:33

PLAN OF MERGER
OF
QUICKBROWSE.COM, LLC
AND
QUICKBROWSE.COM, INC.

L99-2195
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 APR 25 PM 1:33
FILED

THIS PLAN OF MERGER (the "Plan" of Merger) is entered into this 19th day of April, 2000, by and between QUICKBROWSE.COM, LLC, a Florida limited liability company (the "Disappearing Limited Liability Company"), and QUICKBROWSE.COM, INC., a Delaware corporation (the "Surviving Corporation"), as approved by the Boards of Directors and Members, respectively, of said entities:

RECITALS:

A. The Surviving Corporation is duly organized and existing under the laws of the State of Delaware. The Disappearing Limited Liability Company is duly organized and existing under the laws of the State of Florida.

B. The members of the Disappearing Limited Liability Company (the "Members") and the Directors of the Surviving Corporation believe that the merger of the Disappearing Limited Liability Company into the Surviving Corporation would be advantageous and beneficial to the respective Members and shareholders of those entities.

C. The Disappearing Limited Liability Company and the Surviving Corporation have agreed that the Disappearing Limited Liability Company shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida and the State of Delaware (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transaction described above, Disappearing Limited Liability Company and the Surviving Corporation, the constituent entities to this Plan of Merger, agree as follows:

1. **Merger.** The Disappearing Limited Liability Company shall be merged with and into the Surviving Corporation.

2. **Filing and Effective Time.** The Surviving Corporation shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") and a Certificate of Merger shall be filed with the Delaware Secretary of State pursuant to Section 264(c) of the Delaware General Corporation Law (the "Delaware Law"). The effective date of the merger (the "Effective Date") shall be the date of filing of the Articles of Merger and the Certificate of Merger.

3. **Surviving Corporation.** The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of Section 264 of the Delaware Law and shall succeed without other transfer to all the rights and properties of the Disappearing Limited Liability Company and shall be subject to all the debts and liabilities of the Disappearing Limited Liability Company in the same manner as if the Surviving Corporation had incurred them.

4. **Disappearing Limited Liability Company.** The separate existence of the Disappearing Limited Liability Company shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. **Terms of the Merger.** Each membership interest in the Disappearing Limited Liability Company (the "Membership Interests") shall be converted into and exchanged for the same pro rata interest in the shares of common stock of the Surviving Corporation. On the Effective Date, each Membership Interests outstanding immediately prior to the Merger, and all rights in respect thereof, shall cease to exist and be cancelled.

6. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as now in force and effect, shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Law.

7. **Bylaws.** The Bylaws of the Surviving Corporation, as now in force and effect, shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Law.

8. **Directors and Officers.** The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. **Approval.** The transaction contemplated by this Plan of Merger has previously been submitted to and approved by all the Members and the Board of Directors of the Surviving Corporation. Subsequent to the execution of this Plan by the appropriate officers of the Disappearing Limited Liability Company and Surviving Corporation, the proper officers of each entity shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and the State of Delaware and to perform all such further acts as the same may be necessary or proper to render effective the Merger contemplated by this Plan.

10. **Amendment.** This Plan of Merger may be amended with the approval of the Board of Directors of Surviving Corporation and the Members at any time prior to the filing of this Plan of Merger with the Florida Department of State and the Delaware Secretary of State, provided that any amendment made subsequent to the adoption of this Plan of Merger by the Members or shareholders of the Surviving Corporation shall not (a) alter or change any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of Common Stock of the Surviving Corporation or Member's interests in the Disappearing Limited Liability Company.

11. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the Merger.

12. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

[SIGNATURES ON FOLLOWING PAGE]

FILED
03 APR 25 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, said entities have executed this Plan as of the date first above written.

"SURVIVING CORPORATION"

QUICKBROWSE.COM, INC., a Delaware corporation

By: _____

Marc Fest, President

"DISAPPEARING LIMITED LIABILITY COMPANY"

QUICKBROWSE.COM, LLC, a Florida limited liability company

Andrew Tobias

Marc Fest

David Sine

BARODA VENTURES, LLC

By: _____

David Bohnett, Managing Member

Bob Cole

Marc Bloom

Juergen Drensek

Bryan Norcross

Alan Rogowsky

Roy Newbert

Michael Cesarano

James McLernan

Gregory Coster

100 APR 25 PM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

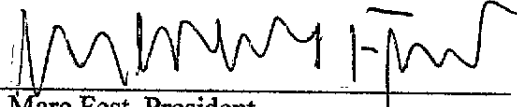
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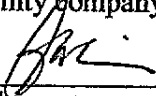
QUICKBROWSE.COM, INC., a Delaware corporation

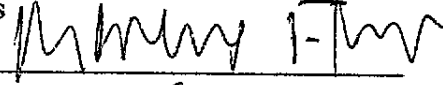
By:

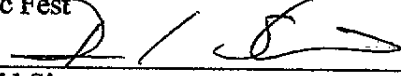

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09 APR 29 PM 1:33
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER
OF
QUICKBROWSE.COM, LLC,
a Florida limited liability company,
and
QUICKBROWSE.COM, INC.,
a Delaware corporation**

FILED
00 APR 25 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Statutes.

FIRST: The names of the merging corporations are QUICKBROWSE.COM, INC., which is a business corporation organized under the laws of the State of Delaware and which shall be the surviving corporation ("Surviving Corporation"), and QUICKBROWSE.COM, LLC, which is a limited liability company organized under the laws of the State of Florida, the existence of which will cease ("Disappearing Limited Liability Company").

SECOND: The Surviving Corporation will continue its existence as the surviving corporation under its current name pursuant to the Delaware General Corporation Law.

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 of the Florida Statutes, and was approved by the domestic limited liability company that is a party to the merger in accordance with Section 608.4381 of the Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligations or rights of any dissenting members of the Disappearing Limited Liability Company that is a party to the merger.

SIXTH: The Surviving Corporation agrees to pay the dissenting members of the Disappearing Limited Liability Company that is a party to the merger the amount, if any, to which they are entitled under Section 608.4384 of the Florida Statutes.

SEVENTH: The merger is permitted under the respective laws of the applicable jurisdictions and is not prohibited by either the certificate of incorporation of the Surviving Corporation or the articles of organization of the Disappearing Limited Liability Company.

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

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

IN WITNESS WHEREOF, said Surviving Corporation and Disappearing Limited Liability Company have caused this certificate to be signed the 19 day of ~~March~~ ^{April}, 2000.

"SURVIVING CORPORATION"

QUICKBROWSE.COM, INC., a Delaware corporation

By: _____

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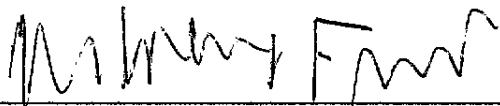
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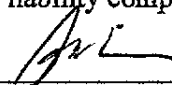
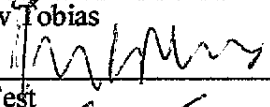
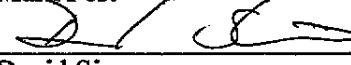
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ALABAMA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUICKBROWSE.COM, L.L.C., A FLORIDA ENTITY L99000002195

INTO

QUICKBROWSE.COM, INC., a Delaware entity not qualified in Florida.

File date: April 25, 2000

Corporate Specialist: Tammi Cline

Account number: 072100000032

Account charged: 60.00