

L99000004308

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

900003491319--5
-12/08/00--01009--013
*****68.75 *****68.75

DATE: 12-7-00

REF. #: 0173. 13848

CORP. NAME: Outstart LLC and Outstart, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

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AND
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DEC - 7 AM 11:37

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

DEC - 7 PM 4:16

STATE FEES PREPAID WITH CHECK# 9560 FOR \$ 68.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

01/00/00524/

1/00/00671/

12-20-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 19, 2000

CCRS

SUBJECT: OUTSTART ORLANDO, LLC
Ref. Number: L99000004308

We have received your document for OUTSTART ORLANDO, LLC and your check(s) totaling \$68.75. However, the enclosed document has not been filed and is being returned for the following:

The articles of merger must reflect that the surviving entity 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 obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

The articles of merger must reflect that the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 100A00063649

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00 DEC -7 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 8, 2000

CCRS

SUBJECT: OUTSTART ORLANDO, LLC
Ref. Number: L99000004308

We have received your document for OUTSTART ORLANDO, LLC and your check(s) totaling \$68.75. However, the enclosed document has not been filed and is being returned for the following:

We must have "Articles of Merger" along with the Plan of Merger to process your document. Please find enclosed the proper forms and instructions.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 500A00062086

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

OUTSTART ORLANDO, LLC, A Florida Limited Liability Company,
L99000004308

INTO

OUTSTART, INC., A DELAWARE ENTITY, entity not qualified in Florida.

File date: December 7, 2000

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER
OF
OUTSTART ORLANDO LLC
a Florida corporation
INTO
OUTSTART, INC.
a Delaware corporation

The undersigned, OutStart, Inc., organized and existing under and by virtue of the General Corporation Law of the State of Delaware, and OutStart Orlando LLC ("OutStart LLC"), organized and existing under and by virtue of the Florida Limited Liability Company Act, do hereby certify that:

1. The name and state of organization/incorporation of each of the constituent corporations of the merger is as follows:

Name	State
OutStart LLC <i>L990000004308</i>	Florida
OutStart, Inc.	Delaware

2. An Agreement and Plan of Merger dated as of November 30, 2000 (the "Agreement of Merger") between OutStart LLC and OutStart, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware. A copy of the Agreement of Merger is attached hereto.

3. The name of the surviving corporation is OutStart, Inc.

4. The certificate of incorporation of OutStart, Inc., a Delaware corporation, the surviving corporation, shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 601 South Lake Destiny Road, Suite 300, Maitland, FL 32751.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any member/stockholder of any constituent entity.

7. The authorized capital stock of OutStart, Inc. consists of (a) 20,000,000 shares of Common Stock, \$0.001 par value per .

8. The Agreement and Plan of Merger was duly adopted by the members/stockholders of the constituent entities on November 15, 2000.

9. Member approval was obtained in accordance with section 608.4381 of the Florida Limited Liability Company Act (the "Florida Act").

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MAIL ROOM
TALLAHASSEE, FLORIDA

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10. The merger is being consummated in accordance with section 608.438 of the Florida Act.

11. OutStart, Inc. 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 obligation or rights of any dissenting members of OutStart LLC.

12. OutStart, Inc. hereby agrees to pay the dissenting members of OutStart LLC the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.

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TALLAHASSEE, FLORIDA

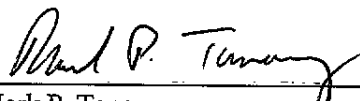
IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, OutStart, Inc., and attested to by its officers thereunto duly authorized.

Dated as of November 30, 2000

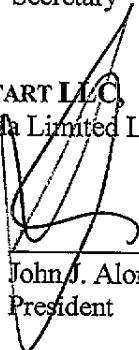
OUTSTART, INC.,
a Delaware corporation

By: 
M. Michelle Bruce
Chief Financial Officer


ATTEST:

By: 
Mark P. Tanoury
Secretary

OUTSTART LLC,
a Florida Limited Liability Company

By: 
John J. Alonso
President

ATTEST:

By: 
M. Michelle Bruce
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter called the "Merger Agreement") is made as of November 30, 2000, by and between OutStart Orlando, LLC, a Florida Limited Liability Company ("OutStart Florida"), and OutStart, Inc., a Delaware corporation ("OutStart Delaware"). OutStart Florida and OutStart Delaware are sometimes referred to as the "Constituent Entities."

The authorized capital stock of OutStart Delaware, consists of twenty million (20,000,000) shares of Common Stock, \$.001 par value. As of the date even herewith, there are 103,500 Class A membership units and 144,400 Class B membership units of OutStart Florida issued and outstanding.

The Constituent Entities deem it advisable and to the advantage of the Constituent Entities that OutStart Florida merge into OutStart Delaware upon the terms and conditions herein provided.

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization encompassed by this Merger Agreement and do hereby agree that OutStart Florida shall merge into OutStart Delaware on the following terms, conditions and other provisions:

1. TERMS AND CONDITIONS.

1.1 Merger. OutStart Florida shall be merged with and into OutStart Delaware (the "Merger"), and OutStart Delaware shall be the surviving corporation (the "Surviving Corporation") effective upon the date that this Merger Agreement is filed with the Secretary of State of Delaware (the "Effective Date").

1.2 Succession. On the Effective Date, OutStart Delaware shall continue its corporate existence under the laws of the State of Delaware, and the separate existence and corporate organization of OutStart Florida, except insofar as it may be continued by operation of law, shall be terminated and cease.

1.3 Transfer of Assets and Liabilities. On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Entities shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Entities; and all and singular rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, of each of the Constituent Entities, and all debts due to each of the Constituent Entities on whatever account, and all things in action or belonging to each of the Constituent Entities shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Entities, including, without limitation, the trademarks and trademark applications set forth on Exhibit A hereto, and the title to any real estate vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Entities and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the

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CLERK OF SUPERIOR COURT
STATE OF FLORIDA

consent of such creditors and all debts, liabilities and duties of or upon each of the Constituent Entities shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

1.4 Membership Units of OutStart Florida. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Entities or their shareholders, each Class A membership unit of OutStart Florida and each Class B membership unit of OutStart Florida issued and outstanding immediately prior thereto shall be cancelled and no longer represent any interest in the Constituent Entities or Surviving Corporation. No fractional shares shall be issued, and any fractional amounts will be rounded down to the nearest whole share.

1.5 Employee Benefit Plans. On the Effective Date, the Surviving Corporation shall assume all obligations of OutStart Florida under any and all employee benefit plans in effect as of such date.

2. CHARTER DOCUMENTS.

Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of OutStart Delaware in effect on the Effective Date shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

3. MISCELLANEOUS.

3.1 Further Assurances. From time to time, and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of OutStart Florida such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of OutStart Florida and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of OutStart Florida or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Amendment. At any time before or after approval by the member of OutStart Florida, this Merger Agreement may be amended in any manner (except that, after the approval of the Merger Agreement by the member of OutStart Florida, the principal terms may not be amended without the further approval of the members of OutStart Florida) as may be determined in the judgment of the respective Board of Directors of OutStart Delaware and OutStart Florida to be necessary, desirable, or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.

3.3 Conditions to Merger. The obligations of the Constituent Entities to effect the transactions contemplated hereby is subject to satisfaction of the following conditions (any or all of which may be waived by either of the Constituent Entities in its sole discretion to the extent permitted by law):

(a) the Merger shall have been approved by the member of OutStart Florida in accordance with applicable provisions of the Florida Limited Liability Company Act; and

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(b) the Board of Directors of OutStart Delaware, shall have approved the Merger in accordance with the General Corporation Law of the State of Delaware; and

(c) any and all consents, permits, authorizations, approvals, and orders deemed in the sole discretion of OutStart Florida to be material to consummation of the Merger shall have been obtained.

3.4 Abandonment or Deferral. At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either OutStart Florida or OutStart Delaware or both, notwithstanding the approval of this Merger Agreement by the members or shareholders of OutStart Florida or OutStart Delaware respectively, or the consummation of the Merger may be deferred for a reasonable period of time if, in the opinion of the Boards of Directors of OutStart Florida and OutStart Delaware, such action would be in the best interest of such entities. In the event of termination of this Merger Agreement, this Merger Agreement shall become void and of no effect and there shall be no liability on the part of either Constituent Entity or its respective Board of Directors, shareholders or members with respect thereto, except that OutStart Florida shall pay all expenses incurred in connection with the Merger or in respect of this Merger Agreement or relating thereto.

3.5 Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Board of Directors of OutStart Florida and OutStart Delaware, is hereby executed on behalf of each said corporation and attested by their respective officers thereunto duly authorized.

OUTSTART LLC,
a Florida Limited Liability Company

By: _____

John J. Alonso
President

ATTEST: _____

By: _____

M. Michelle Bruce
Secretary

OUTSTART, INC.,
a Delaware corporation

By: _____

Sanjay Advani
President

ATTEST: _____

By: _____

Mark P. Tanoury
Secretary