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December 29, 1999

VIA FEDERAL EXPRESS

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

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****112.50 ****112.50

Re: Netgrinder Corp. Cross-Entity Merger into Netgrinder LLC

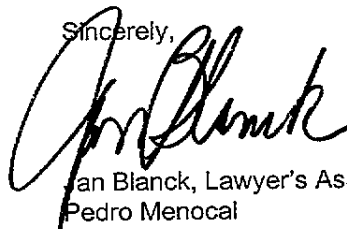
Ladies and Gentlemen:

Enclosed for filing with your offices are duplicate copies of Articles of Merger prepared to effect the merger of Netgrinder Corp. with and into Netgrinder, L.L.C. Also enclosed is our check in the amount of \$112.50 in payment of the following fees:

Merger - Profit Corporation	\$ 35.00
Merger - LLC	25.00
Certified Copy	<u>52.50</u>
Total	\$ 112.50

Thank you for your cooperation with this matter.

Sincerely,



Jan Blanck, Lawyer's Assistant to
Pedro Menocal

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TALLAHASSEE FLORIDA

Enclosures

cc: Pedro Menocal

ARTICLES OF MERGER

OF

NETGRINDER CORP.

INTO

NETGRINDER, L.L.C.

Pursuant to the provisions of §§ 607.1109 and 608.4382, Florida Statutes, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation:

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1. **NETGRINDER CORP.**, a Florida corporation (the "Merging Corporation"), shall be merged with and into **NETGRINDER, L.L.C.**, a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation in the merger. *L99-9044*

2. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. The attached Agreement and Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

4. The name of the Surviving Corporation after the Merger shall remain and be **NETGRINDER, L.L.C.**

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by their respective officers as of December *30*, 1999.

NETGRINDER CORP.

By: 

Name: Mario A. Fernandez

Title: President

NETGRINDER, L.L.C.

By: 

Name: Mario A. Fernandez

Title: President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan") is made as of December ³⁰, 1999 by and between Netgrinder Corp., a Florida corporation ("NetCorp") and Netgrinder, L.L.C., a Florida limited liability company ("NetLLC") in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

WHEREAS, NetCorp desires to merge with and into NetLLC (the "Merger"),

NOW, THEREFORE, in consideration of the agreements herein contained and intending to be legally bound, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as defined below), NetCorp shall be merged with and into NetLLC, and NetLLC shall continue as the surviving company of the Merger (the "Surviving Company"). At the Effective Time, the separate corporate existence of NetCorp shall cease, and the Surviving Company shall possess all rights, powers, privileges, immunities and franchises of NetCorp and all property, real, personal, and mixed, and all debts due NetCorp on whatever account, and all debts, liabilities, and duties of NetCorp.
2. Certificate of Formation and Operating Agreement. The Articles of Organization and Operating Agreement of NetLLC in effect immediately prior to the Effective Time shall be the Articles of Organization and Operating Agreement of the Surviving Company.
3. Officers and Representatives of Members. The officers and representatives of the members of NetLLC in office immediately prior to the Effective Time shall remain in the same capacity as officers and representatives of members of the Surviving Company, until their successors have been duly elected and qualified.
4. Cancellation of Shares and Continuance of Membership Interests.
 - a. NetCorp. At the Effective Time, each then issued and outstanding share, and each share then held in the treasury, of capital stock of NetCorp shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and no securities, obligations or membership interests of the Surviving Company or other property shall be issued in exchange therefor.
 - b. NetLLC. At the Effective Time, no membership interests of NetLLC shall be issued or exchanged, and each then issued and outstanding membership interest of NetLLC shall, by virtue of the Merger and without any action on the part of the holder thereof, continue as the same such membership interest of the Surviving Company having the same designations, preferences, limitations and rights as such membership interest of NetLLC immediately prior to the Merger.
5. Approval. The board of directors and stockholders of NetCorp and the members of NetLLC shall approve this Agreement and Plan of Merger in the manner required by Florida Statutes.
6. Effective Time. Upon approval of this Agreement and Plan of Merger as provided in Paragraph 5 herein, the parties shall promptly prepare and present for filing Articles of Merger in accordance with Florida Statutes. The Merger shall become

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effective upon the filing of the Certificate of Merger with the Secretary of State of Florida (such time being referred to herein as the "Effective Time").

7. Termination. This Agreement and Plan of Merger may be terminated and the Merger abandoned at any time prior to the date of filing of the Certificate of Merger by mutual consent of the board of directors of NetCorp and the members of NetLLC

8. Further Action. NetCorp and NetLLC each agree to take whatever corporate action may be necessary or desirable to consummate the Merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed as of the date first above written.

NETGRINDER CORP.

By: 
Name: Mario A. Fernandez
Title: President

NETGRINDER, L.L.C.

By: 
Name: Mario A. Fernandez
Title: President

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