

P00000013153

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900003223059--2

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*****78.75 *****78.75

E HOUSE COMPANY, a Florida Corporation

merging into: ehouse company, a Delaware Corporation

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merge

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

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☐ After 4:30

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

EHOUSE COMPANY, a Florida corporation P00000013153

INTO

EHOUSE COMPANY. a Delaware corporation not qualified in Florida

File date: April 25, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

OF

EHOUSE COMPANY,
a Florida corporation

INTO

ehouse company,
a Delaware corporation

FILED
00 APR 25 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law, **EHOUSE COMPANY**, a Florida corporation, and **ehouse company**, a Delaware corporation, do hereby submit the following Articles of Merger.

1. The Agreement and Plan of Merger dated April 24, 2000 (the "Plan of Merger") between **EHOUSE COMPANY**, a Florida corporation ("EHOUSE-FL"), and **ehouse company**, a Delaware corporation ("ehouse-DE"), provides that EHOUSE-FL will merge with and into its wholly owned subsidiary, ehouse-DE.

2. The Plan of Merger was approved and adopted by the Board of Directors of EHOUSE-FL on April 24, 2000 in accordance with the provisions of the Florida Business Corporation Act. No shareholder approval is required.

3. The merger of EHOUSE-FL with and into ehouse-DE is permitted by the laws of State of Delaware and has been authorized in compliance with said laws. The Plan of Merger was approved and adopted by the Board of Directors of ehouse-DE by written consent dated April 24th, 2000.

4. Pursuant to the Plan of Merger, each issued and outstanding share of EHOUSE-FL stock will be converted into 200,000 shares of common stock of ehouse-DE, and all issued and outstanding shares of EHOUSE-FL will be canceled.

5. The Plan of Merger is attached as Exhibit A and is incorporated by reference as if fully set forth.

6. The effective time and date of the merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida and the Certificate of Merger with the Secretary of State of Delaware.

Executed on April 24, 2000.

EHOUSE COMPANY, a Florida corporation

By 

Name: James B. Stallings, Jr.

Title: President and CEO

ehouse company, a Delaware corporation

By 

Name: James B. Stallings, Jr.

Title: President & CEO

AGREEMENT AND PLAN OF MERGER

OF

EHOUSE COMPANY
(a Florida corporation)

AND

ehouse company
(a Delaware corporation)

This AGREEMENT AND PLAN OF MERGER dated April 24, 2000 is made by and among **EHOUSE COMPANY**, a Florida corporation ("EHOUSE-FL"), and **ehouse company**, a Delaware corporation ("ehouse-DE").

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the Florida Business Corporation Act permits a merger of a parent corporation with and into its wholly owned subsidiary without shareholder approval; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a parent corporation with and into its wholly owned subsidiary without shareholder approval; and

WHEREAS, ehouse-DE is a wholly owned subsidiary of EHOUSE-FL, and

WHEREAS, EHOUSE-FL and ehouse-DE, and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations to merge EHOUSE-FL with and into ehouse-DE, pursuant to the provisions of the Florida Business Corporation Act, and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree as follows:

1. EHOUSE-FL and ehouse-DE shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of

Delaware, be merged with and into a single corporation, with ehouse-DE being the Surviving Corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of EHOUSE-FL which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of ehouse-DE shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The bylaws of ehouse-DE will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The officers and director of EHOUSE-FL at the effective time of the merger shall be the first officers and director of the Surviving Corporation, all of whom shall hold their positions until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of ehouse-DE shall, upon the effective date of the merger, automatically and by operation of law be canceled. Each issued and outstanding share of common stock of the Terminating Corporation shall automatically, and with no action required by any person, be converted into 200,000 shares of common stock of the Surviving Corporation. Each holder of an outstanding certificate representing shares of common stock of the Terminating Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive certificates representing 200,000 shares of the common stock of the Surviving Corporation for each share of the common stock of the Terminating Corporation.

6. In the event that this Agreement and Plan of Merger shall be fully approved and adopted on behalf of the Terminating Corporation in accordance with the Florida Business Corporation Act, and on behalf of ehouse-DE in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere, to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers,

and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware and the State of Florida shall be upon filing of the Articles of Merger with the Secretary of State of Florida and the Certificate of Merger with the State of Delaware.

10. The merger herein provided for may be abandoned at any time prior to the filing of Articles of Merger by the Secretary of State of Florida or the Secretary of State of the State of Delaware in writing by the sole member of the Board of Directors of the Terminating Corporation or the sole member of the Board of Directors of the Surviving Corporation, as applicable, of the entity desiring to abandon the merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of EHOUSE-FL and on behalf of ehouse-DE this 24th day of April, 2000.

EHOUSE COMPANY, a Florida corporation

By 

Name: James B. Stallings, Jr.

Title: President and Chief Executive Officer

ehouse company, a Delaware corporation

By 

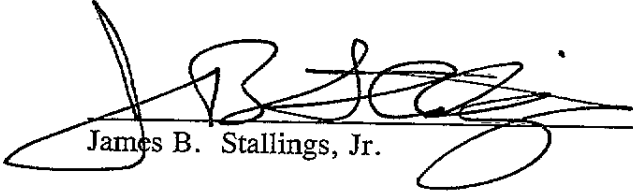
Name: James B. Stallings, Jr.

Title: President and Chief Executive Officer

OFFICER'S CERTIFICATE

The undersigned, being the President and Chief Executive Officer of **ehouse company**, a Delaware corporation, does hereby certify that the foregoing Agreement and Plan of Merger was approved and authorized by written consent of the Board of Directors of said corporation, in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware

Dated: April 24, 2000



James B. Stallings, Jr.

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