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MERGER OR SHARE EXCHANGE

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Merger

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(THU) APR 13 00:00:00 /ST/10/0.48 555263 P 1

FROM

SENIORCAREGIVER.COM, INC.

Certificate of Status	1
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4/13/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE SENIOR YELLOW PAGES, INC., a Georgia corporation not qualified to
transact business in the State of Florida.

INTO

LIFECYCLE RESOURCES, INC., a Florida entity, P00000019253

File date: April 13, 2000

Corporate Specialist: Darlene Connell

FROM

(THU) 4.13'00 10:38/ST.10:37/NO.4863333263 P 3
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ARTICLES OF MERGER

of

The Senior Yellow Pages, Inc., a Georgia corporation,
with and into
LifeCycle Resources, Inc., a Florida corporation

FILED
00 APR 13 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations enter into these Articles of Merger by which **The Senior Yellow Pages, Inc., a Georgia corporation ("SYP")**, shall be merged (the "Merger") with and into **LifeCycle Resources, Inc., a Florida corporation (the "Surviving Company")**, in accordance with a Merger Agreement (the "Agreement"), adopted pursuant to Section 607.1103 of the FBCA, and the undersigned corporations hereby certify as follows:

1. **Parties of Merger.** The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
The Senior Yellow Pages, Inc.	Georgia
LifeCycle Resources, Inc.	Florida

2. **Compliance with Georgia Law.** The laws of the State of Georgia under which SYP is organized permit the merger herein contemplated and SYP is complying with those laws in effecting the merger.
3. **Compliance with Florida Law.** LifeCycle Resources, Inc., as the surviving corporation, complies with the applicable provisions of FBCA Sections 607.1101 - 607.1104, and with FBCA Section 607.1105.
4. **Plan of Merger.** The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Plan and Agreement of Merger. Attached hereto as Exhibit A is a Plan of Merger, which implements the terms of a Plan and Agreement of Merger adopted by SYP and the Surviving Corporation.

(((H00000016736 1)))

Vitauts M. Gulbis, Esq.
Florida Bar No.: 0731129
Foley & Lardner
100 N. Tampa St.
Suite 2800
Tampa, Florida 33601


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5. Board of Directors Approval. The Plan and Agreement of Merger, dated as of April 10, 2000, by and among CyberConstruction Company, Inc., SYP, the Surviving Corporation, among others (the "Plan of Merger"), was approved and adopted, by the respective Boards of Directors of SYP on April 11, 2000 and by the Surviving Corporation on April 10, 2000
6. Shareholder Approval. The Agreement and Plan of Merger was approved and adopted by the stockholders of SYP on April 11, 2000. The Agreement and Plan of Merger was approved and adopted by the sole stockholder of the Surviving Corporation on April 11, 2000.
7. Effective Date. The effective date of the merger herein contemplated shall be the date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 10th day of April, 2000.

The Senior Yellow Pages, Inc., a Georgia corporation

By: 
Name: Christopher M. Fine
Title: President

LifeCycle Resources, Inc., a Florida corporation

By: 
Name: CEBRINK
Title: President

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EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is adopted and approved this 10th day of April, 2000 by:

- I. **THE SENIOR YELLOW PAGES, INC.**, a Georgia corporation (the "Merged Corporation"); and
- II. **LifeCycle Resources, Inc.**, a Florida corporation (the "Surviving Corporation").

The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

BACKGROUND

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1107 of the Florida Business Corporations Act and Section 14-2-1107 of the Official Code of Georgia Annotated, all in accordance with the terms and conditions hereinafter set forth (which implement the terms and provisions of that certain Agreement and Plan of Merger, dated April 10, 2000, entered in among the Constituent Corporations, CyberConstruction Company, Inc., and certain Shareholders of the Merged Corporation, of which this Plan is a part).

PLAN

1. **Merger.**

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida and in the offices of the Secretary of State, State of Georgia.

2. **Organizational Documents of Surviving Corporation.**

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of LifeCycle Resources, Inc. shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

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3. Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following persons:

Charles Brink

John Lui

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who are officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Charles Brink - President, Secretary, Chief Executive Officer

John Lui - Interim Chief Operating Officer

Such persons shall serve until their respective successors are duly elected and qualified.

4. Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the

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Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

5. Conversion of Capital Stock of Merged Corporation.

Each of the shares of capital stock of the Merged Corporation issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive 0.0160686 shares of the 0.001 par value common stock of CyberConstruction Company, Inc., a Florida corporation ("CyberConstruction"), the parent of the Surviving Corporation. The number of shares of stock of CyberConstruction issued to shareholders of the Merged Corporation shall be rounded, up or down, to the closest whole number of shares of the Surviving Corporation.

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