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Account Number : 075500004387
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MERGER OR SHARE EXCHANGE

BLUE STREAK NETWORKING, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

RAPIDE, INC., a Florida corporation, document number P01000069157

INTO

BLUE STREAK NETWORKING, INC., a Florida entity, P00000026567

File date: November 30, 2001, effective December 1, 2001

Corporate Specialist: Karen Gibson

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SHUMAKER LOOP KENDRICK

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Fax Audit No. H01000118011 5

STATE OF FLORIDA
ARTICLES OF MERGER
OF
RAPIDE, INC.
a Florida corporation
INTO
BLUE STREAK NETWORKING, INC.
a Florida corporation

EFFECTIVE DATE

Dec. 1 - 2001

Pursuant to Florida Statutes Section 607.1105 entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and the shareholders of Rapide, Inc., a Florida corporation (the "Merged Corporation") on November 15, 2001. The Plan of Merger was adopted by the Board of Directors of Blue Streak Networking, Inc., a Florida corporation (the "Surviving Corporation"), on November 15, 2001. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be 12:01 a.m. on December 1, 2001.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 2nd day of November, 2001.

MERGED CORPORATION:

RAPIDE, INC.

By: Patricia A. Hayes
Patricia A. Hayes, Secretary

SURVIVING CORPORATION:

BLUE STREAK NETWORKING, INC.

By: Patricia A. Hayes
Patricia A. Hayes, Secretary

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TALLAHASSEE, FLORIDA

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mr/blue streak/articles of merger

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EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 15th day of November, 2001, by and between Rapide, Inc., a Florida corporation (the "Merged Corporation"), and Blue Streak Networking, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Merged Corporation and by the Board of Directors of the Surviving Corporation, and in the manner prescribed by Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Plan of Merger.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of

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the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II **ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III **BYLAWS OF SURVIVING CORPORATION**

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV **BOARD OF DIRECTORS, OFFICERS AND** **SHAREHOLDER OF SURVIVING CORPORATION**

The Board of Directors, officers and shareholder of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfers its ownership in the Surviving Corporation.

ARTICLE V **CANCELLATION OF SHARES**

Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled upon the Merger becoming effective.

ARTICLE VI **APPROVAL OF MERGER**

This Plan of Merger has been approved by the Board of Directors and shareholders of the Merged Corporation and the Board of Directors of the Surviving Corporation as of November 15, 2001, and in the manner prescribed by Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Plan of Merger.

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ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

RAPIDE, INC.

By: Patricia A. Hayes
Patricia A. Hayes, Secretary

BLUE STREAK NETWORKING, INC.

By: Patricia A. Hayes
Patricia A. Hayes, Secretary

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