

May-21-02 10:07am From: L VAN STILLMAN PA

5613309116

T-597 P-01/04 F-434

P00000027988

Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

GSOCIETY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAPITAL DEVELOPMENT GROUP, INC., an Oregon corporation, not qualified
in Florida

INTO

GSOCIETY, INC., a Florida entity, P00000027988

File date: May 21, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 21, 2002

GSOCIETY, INC.
5810 BISCAYNE BLVD.
UNIT 3
MIAMI, FL 33137

SUBJECT: GSOCIETY, INC.
REF: P00000027988

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER
OF
CAPITAL DEVELOPMENT GROUP, INC.
An Oregon Corporation
AND
GSociety, Inc.
a Florida Corporation

FILED
02 MAY 21 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The constituent business corporations participating in the merger pursuant to FS. 607.1104, herein certified are:

(i) **GSociety, Inc.**, which is incorporated under the laws of the State of Florida and shall be the surviving corporation; and

(ii) **CAPITAL DEVELOPMENT GROUP, INC.**, which is incorporated under the laws of the State of Oregon.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the shareholders of **CAPITAL DEVELOPMENT GROUP, INC.** at the annual meeting of the shareholders, held on May 16, 2002, in accordance with the provisions of the Oregon Revised Statutes. The number of shares outstanding at the time of the adoption of this amendment was 15,000,000; 61% voted in favor of this Agreement and constituted a sufficient number of shares to approve the Merger.

3. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Board of Directors of **GSociety, Inc.** One hundred percent (100%) of the issued and outstanding shares of **GSociety, Inc.** are owned by Capital Development Group, Inc., whose shareholders approved the Merger as set forth above. Receipt of a copy of the Agreement and Plan of Merger by Capital Development Group, Inc., the sole shareholder of **GSociety, Inc.**, by mailing, is hereby waived.

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4. Under the Agreement and Plan of Merger the shareholders of Capital Development Group, Inc. shall receive, upon presentment of certificates representing shares of the company, shares of GSociety, Inc. on a pro-rata basis. Each one (1) share of Capital Development Group, Inc. shall be exchanged for one (1) share of GSociety, Inc.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

GSociety, Inc.
555 NE 5th Street
Miami, Florida, 33156.

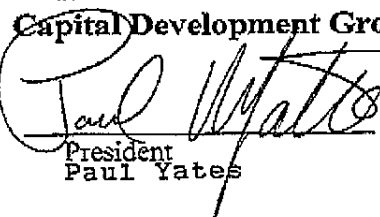
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Oregon in any proceeding for enforcement of any obligation of **Capital Development Group, Inc.**, as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of **Capital Development Group, Inc.**; does hereby irrevocably appoint the Secretary of State of the State of Oregon as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Oregon to:

GSociety, Inc.
555 NE 5th Street
Miami, Florida, 33156

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on the date of the filing of this Certificate of Merger.

Dated: May 20, 2002.

Capital Development Group, Inc.

President
Paul Yates

May-21-02 12:13pm From-L VAN STILLMAN PA

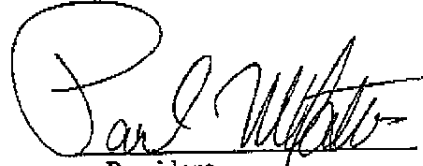
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T-599 P.04/04 F-439

(H02000141413 3)

Dated: May 20, 2002

GSociety, Inc.



President
Paul Yates