

P000000035315

David M. Sundstrom
eSchoolSolutions.com
Acquisition Corporation
3330 Edgewater Drive
Orlando, FL 32804

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 APR 17 PM 1:53

April 11, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/17/00--01121--017
*****78.75 *****78.75

RE: Articles of Merger and Plan of Merger

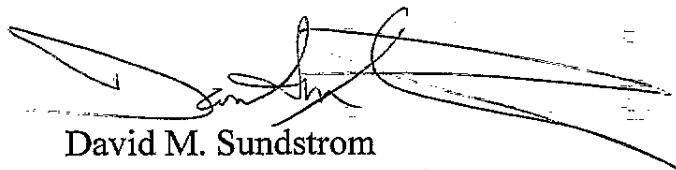
Dear Sirs/Madam:

Enclosed please find the Articles of Merger and Plan of Merger evidencing the merger of TRITOP.COM, INC. into the surviving corporation eSchoolSolutions.com Acquisition Corporation. Also enclosed is a check in the amount of \$78.75 (\$35.00 for each corporation, plus \$8.75 for a certified copy of the three pages containing the Articles of Merger and Plan of Merger.

Please do not hesitate to contact me immediately should you have any questions or concerns. I can be reached toll free at (888) 388-8774 ext. 223.

Your attention to this matter is greatly appreciated.

Sincerely,



David M. Sundstrom
Secretary, eSchoolSolutions.com
Acquisition Corporation

Merger

V. SHEPARD APR 28 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRITOP.COM, INC., an Illinois corporation not qualified in Florida

INTO

ESCHOOLSOLUTIONS.COM ACQUISITION CORPORATION, a Florida entity,
P00000035315

File date: April 17, 2000

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

eSchoolSolutions.com Acquisition Corporation

Orlando, Florida

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Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Tritop.com, Inc.

Illinois

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
March 28, 2000 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 29, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
_____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Joseph J. Wise, President

Tritop.com, Inc.

Scott Wallace, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>eSchoolSolutions.com Acquisition Corporation</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Tritop.com, Inc.</u>	<u>Illinois</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

eSchoolSolutions.com Acquisition Corporation, a wholly owned subsidiary of eSchoolSolutions.com, Inc., assumes all debts, liabilities, rights, powers and duties of Tritop.com, Inc., and agrees that all rights of creditors and all liens upon any property of Tritop.com, Inc., shall be preserved unimpaired. Tritop.com, Inc., confirms that its resident agent in the state of Florida is David M. Sundstrom, 3330 Edgewater Dr. Orlando, FL 32804.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Tritop.com, Inc., agrees to the cancellation of all shares of its stock, and to the conveyance of common stock in eSchoolSolutions.com, Inc., to the holders of those cancelled shares of Tritop.com, Inc., corporate stock.

(Attach additional sheets if necessary)