

Division of Corporations

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**P00000050894**

## Florida Department of State

Division of Corporations

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## From:

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Account Number : 076067004147

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**MERGER OR SHARE EXCHANGE****INGENU INCORPORATED**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HBOA.COM, INC., a District of Columbia corporation not qualified in Florida

INTO

**INGENU INCORPORATED**, a Florida entity, P00000050894

File date: May 30, 2000

Corporate Specialist: Karen Gibson

FAX AUDIT NO. H00000029222

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**ARTICLES OF MERGER  
OF  
HBOA.COM, INC., a District of Columbia Corporation,  
INTO  
INGENU INCORPORATED, a Florida Corporation.**

ARTICLES OF MERGER between INGENU INCORPORATED, a Florida corporation ("INGENU - FL") and HBOA.COM, Inc., a District of Columbia corporation ("HBOA-FL").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), INGENU-FL and HBOA-DC adopt the following Articles of Merger.

1. The Plan of Merger dated May 24, 2000, ("Plan of Merger") setting forth the terms and conditions of the merger of HBOA-DC with and into INGENU-FL was approved and adopted by a majority of the shareholders of HBOA-DC by written consent effective as of May 24, 2000, and all of the directors of HBOA-DC by unanimous written consent effective as of May 24, 2000.
2. The Plan of Merger setting forth the terms and conditions of the merger of HBOA-DC with and into INGENU-FL was approved and adopted by a majority of the shareholders of INGENU-FL at a special meeting held on May 24, 2000, and all of the directors of INGENU-FL by unanimous written consent on May 24, 2000.
3. The Plan of Merger is attached to these Articles as Exhibit "A" and incorporated by reference as if fully set forth herein.
4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the date and time of filing of these Articles of Merger with the Secretary of State of Florida.
5. The laws of the District of Columbia, the jurisdiction of organization of HBOA-DC, permit the merger contemplated by the Plan of Merger, and the laws of the District of Columbia on fulfillment of all filing and recording requirements set forth by the applicable laws of the District of Columbia aware, will have been complied with.

IN WITNESS WHEREOF, the parties have set their hands this 26th day of May, 2000.

ATTEST:

HBOA.COM, INC.,  
a District of Columbia corporation

By: Michele Lopez

By: Gary Verdier  
Chief Executive Officer and Chairman

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05/30/00 TUE 11:47 FAX 1 954 763 2439

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ATTEST:

By:

*Michele Lopez*

INGENU INCORPORATED,  
a Florida corporation

By:

*Melinda Carlisle*

Melinda Carlisle  
Chief Executive Officer and Chairman

elgencorp@mountaininter.net

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## EXHIBIT A

**PLAN AND AGREEMENT OF MERGER**  
**of**  
**HBOA.COM, INC., a District of Columbia corporation**  
**with and into**  
**INGENU INCORPORATED, a Florida corporation**

This is a Plan and Agreement of Merger ("Agreement") between HBOA.COM, INC., a District of Columbia corporation (the "Disappearing Corp." or "HBOA-DC"), and INGENU INCORPORATED, a Florida corporation (the "Surviving Corp." or "INGENU-FL"), (collectively the "Constituent Corporations"). A Plan of Merger ("Plan") in accordance with (1) the provisions of Title 29, Chapter 3 of the Code of Law and the District of Columbia (the "District of Columbia Business Corporation Act"), and (2) Section 607.1101 of the Florida Business Corporation Act and (3) Section 368(a)(1)(A) of the Internal Revenue Code, as amended, by reason of Section 368(a)(2)(E) is adopted as follows:

1. Merger. HBOA-DC shall be merged with and into INGENU-FL, to exist and be governed by the laws of the State of Florida. The name of the Surviving Corporation shall be INGENU, a Florida corporation.

2. Articles of Incorporation, Bylaws, Officers and Directors. The Articles of Incorporation and Bylaws of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law. The persons serving as officers and directors of the Surviving Corp., before the Effective Date of the Merger, shall continue to serve as the officers and directors of the Surviving Corp. after the Effective Date of the Merger.

3. Conversion of Stock. The shareholders of Disappearing Corp. will surrender all of their shares in the manner hereinafter set forth. In exchange for the shares of Disappearing Corp. surrendered by its shareholders, the Surviving Corp. will issue and transfer to these shareholders, shares of common stock of Mizar Energy Company, a Colorado corporation ("Mizar"), the parent corporation of the Surviving Corp., on the following basis: upon the Effective Date, each share of common stock of the Disappearing Corporation that shall be issued and outstanding at that time shall without more be converted into and exchanged into 8,569,300 shares of common stock of Mizar in accordance with this Plan. The 8,569,300 shares of common stock of Disappearing Corp., issued and outstanding immediately prior to the Effective Date, shall by virtue of the Merger and without any action on the part of any holder thereof, be converted into the right to receive 8,569,300 newly issued, fully paid, and non-assessable shares of common stock of Mizar, issuable ratably to the holders thereof. Each share of Mizar's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Mizar's stock.

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4. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

5. Fractional Shares. Fractional shares of Mizar's stock will not be issued. Any fractional share interest will result in the adjustment of the number of shares upward or downward to the nearest whole share.

6. Effect of Merger. On the Effective Date, the separate corporate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in and shall succeed, without other transfer, to all the rights, privileges, immunities, powers, franchises and property of Disappearing Corp. and shall be subject to all the debts restrictions, liabilities, disabilities, and duties of the Disappearing Corp. in the same manner as if the Surviving Corp. had itself incurred them. The Surviving Corp. will carry on business with the assets of Disappearing Corp., as well as with the assets of Surviving Corp. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

7. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

8. Filing with the District of Columbia and Florida Secretary of State and Effective Date. At the Closing, the Disappearing Corp. and Surviving Corp. shall cause their respective Chief Executive Officers to execute and file (1) these Articles of Merger with the Department of Consumer and Regulatory Affairs, Business Regulation Administration, Corporations Division for the District of Columbia and (2) Articles of Merger with the Florida Secretary of State (the "Florida Articles of Merger"), in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Florida Articles of Merger as if fully set forth in such Florida Articles of Merger and shall become an exhibit to such Florida Articles of Merger. The Disappearing Corp. shall file this Plan in Articles of Merger with the Mayor of the District of Columbia. After the Mayor of the District of Columbia issues a certificate of Merger, the Surviving Corporation shall file the Florida Articles of Merger with the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Florida Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Florida Articles of Merger with the Secretary of State of Florida.

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9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Florida Act and the District of Columbia Business Corporation Act.

10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

11. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall constitute an original instrument.

IN WITNESS WHEREOF, the parties have set their hands this 26th day of May 2000.

ATTEST:

By: Michelle Lopez

(Corporate Seal)

ATTEST:

By: Michelle Lopez

(Corporate Seal)

HEOA.COM, Inc., a District of Columbia corporation

By: Gary VerdierGary Verdier  
Chief Executive Officer and Chairman

INGENU INCORPORATED, a Florida corporation

By: Melinda CarlisleMelinda Carlisle  
Chief Executive Officer and Chairman