

P000000077899



ACCOUNT NO. : 072100000032

REFERENCE : 840140 7223781

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : September 22, 2000

ORDER TIME : 1:28 PM

ORDER NO. : 840140-005

CUSTOMER NO: 7223781

CUSTOMER: Michael D. Karsch, Esq
Merchantonline.com, Inc.
Suite 114
902 Clint Moore Road
Boca Raton, FL 33487

FILED
00 SEP 25 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

100003402021--3

911 ACQUISITION CORP.

INTO

M911 DEVELOPMENT CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

RECEIVED
00 SEP 25 AM 9:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger
● GOULLETTE SEP 29 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

911 ACQUISITION CORP., a Florida corporation, P00000083220

INTO

M911 DEVELOPMENT CORPORATION, a Florida entity, P00000077899.

File date: September 25, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

September 26, 2000

CSC

TALLAHASSEE, FL

SUBJECT: M911 DEVELOPMENT CORPORATION
Ref. Number: P00000077899

9/25/2000

We have received your document for M911 DEVELOPMENT CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 900A00050645

RECEIVED
00 SEP 28 PM 4:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 25, 2000

CSC

TALLAHASSEE, FL

SUBJECT: M911 DEVELOPMENT CORPORATION
Ref. Number: P00000077899

RESUBMIT

Please give original
submission date as file date.

9/25/2000

We have received your document for M911 DEVELOPMENT CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 000A00050210


ARTICLES OF MERGER
OF
M911 DEVELOPMENT CORPORATION
A Florida corporation
and
911 ACQUISITION CORP.
A Florida Corporation

FILED
00 SEP 25 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

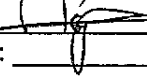
In accordance with the applicable sections 607.1101-607.1104, governing the merger of domestic corporations, the corporations hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging corporations are 911 Acquisition Corp. (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and the existence of which will cease, and M911 DEVELOPMENT CORPORATION (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida.
2. The Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A".
3. The merger shall be effective as of the date of filing with the Florida Department of State.
4. The plan of Merger was approved and adopted by the Board of Directors and of both the Disappearing Corporations and the Surviving Corporation by written consents as of September 13, 2000.
5. The Surviving Corporation will continue to exist under the name "M911 DEVELOPMENT ~~CORPORATION~~" pursuant to the provisions of the laws of the State of Florida.

911 ACQUISITION CORP
a Florida Corporation

By: 
Michael D. Karsch, President

M911 DEVELOPMENT CORPORATION
A Florida Corporation

By: 
Name: _____
Title: _____

PLAN OF MERGER
OF
M911 DEVELOPMENT CORPORATION
A Florida corporation
And
911 ACQUISITION CORP.
a Florida Corporation

THIS AGREEMENT AND PLAN OF MERGER by and between 911 ACQUISITION CORP. (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and M911 DEVELOPMENT CORPORATION, (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporations:

WITNESSETH

WHEREAS, the Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is the parent corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders and business associates of the corporations; and

WHEREAS, the Disappearing Corporation and the Surviving Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in Plan of Merger and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to Plan of Merger, agree as follow:

1. The Disappearing Corporation shall be merged with an into the Surviving Corporation. The laws of the State of Florida permit such a merger.
2. Upon the approval and adoption of this Plan of Merger, the Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act shall be duly executed by the appropriate officers of the Disappearing Corporation and the Surviving Corporation, and shall be filed with the Florida Department of State.
3. The Surviving Corporation shall continue its existence under the name of M911 DEVELOPMENT CORPORATION pursuant to the provisions of law of the State of Florida.

4. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. The issued shares of the Disappearing Corporation shall be converted into 500,000 shares of the Surviving Corporation's common stock. Additionally, the issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefore, but each said share of the Surviving Corporation which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.


6. The directors and officers in office of the Disappearing Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. The Disappearing Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or out into effect any of the provisions of this Plan of Merger provided herein.

This Plan of Merger is effective as the later of the date of filing with the Florida Department of State.

M911 DEVELOPMENT CORPORATION
a Florida corporation

By: 
Name: _____

911 ACQUISITION CORP.
a Florida corporation

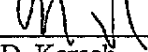
By: 
Michael D. Karsch
Title: President

Exhibit A

Officers and Directors of the Surviving Corporation

Name and Address

Title

Michael D. Karsch
902 Clint Moore Road, Suite 114
Boca Raton, Florida 33487

President and Sole Director