

CAPITAL CONNECTION, INC.

411 S. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000096723

Digital Interactive

400004446354--1

-06/26/01--01057--019

*****70.00 *****70.00

Merger

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 26 PM 12:55
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
✓ ____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ ____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

FILED
01 JUN 26 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIGITAL INTERACTIVE STREAMS, INC., a Florida corporation P00000096723
,

INTO

DIGITAL INTERACTIVE STREAMS, INC., a Delaware entity not qualified in
Florida.

File date: June 26, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 27, 2001

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: DIGITAL INTERACTIVE STREAMS, INC.
Ref. Number: P00000096723

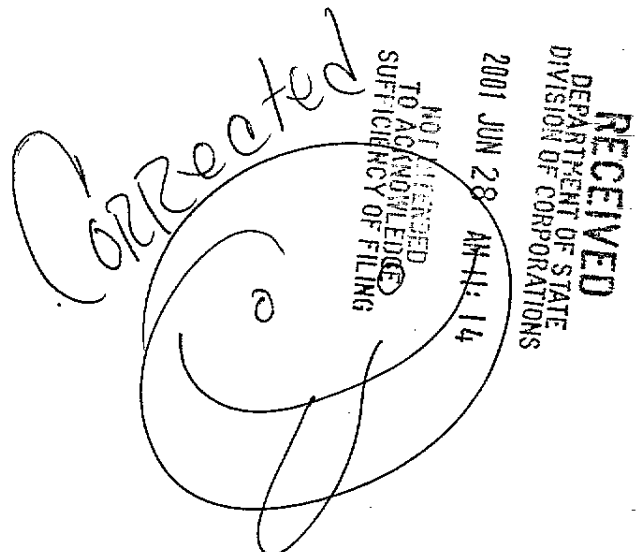
We have received your document for DIGITAL INTERACTIVE STREAMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Annette Ramsey
Corporate Specialist

Letter Number: 201A00038684



original

ARTICLES OF MERGER
of
DIGITAL INTERACTIVE STREAMS, INC., A FLORIDA CORPORATION
into
DIGITAL INTERACTIVE STREAMS, INC., A DELAWARE CORPORATION

01 JUN 26 2001
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are entered into as of the date set forth herein by and between DIGITAL INTERACTIVE STREAMS, INC., a Florida corporation, and DIGITAL INTERACTIVE STREAMS, INC., a Delaware corporation.

Pursuant to Title 8, Chapter 1, §251 of the Delaware General Corporation Law, and Section 607.1109, Florida Statutes, Digital Interactive Streams, Inc., a Florida corporation, and Digital Interactive Streams, Inc., a Delaware corporation, adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated April 30, 2001, ("Plan of Merger"), by and between Digital Interactive Streams, Inc., a Florida corporation (the "Florida corporation") and Digital Interactive Streams, Inc., a Delaware corporation (the "Delaware corporation"), has been approved by both the Florida corporation and the Delaware corporation in accordance with laws of the respective states under which each of said corporations is incorporated. The Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Florida corporation on April 30, 2001. The Plan of Merger was adopted by the Board of Directors of the Delaware corporation on April 30, 2001, there not being then, and there are not now, any shares of stock issued by the Delaware corporation, so no shareholder approval is required by the Delaware corporation.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of the Florida corporation (being 8,472,364 of the authorized 10,000,000 shares of common stock) will be acquired by means of a merger of the Florida corporation with the Delaware corporation, the Delaware corporation being the surviving corporation. The Certificate of Incorporation of the Delaware corporation is attached hereto. Each share of stock of the Florida corporation will be exchanged for one share of the same class of stock of the Delaware corporation.
3. The date and time of the effectiveness of the Merger/Share Exchange shall be upon the filing of these Articles of Merger with the Secretary of State of Florida or such later date, if any, as these Articles of Merger are filed with the Secretary of State of Delaware.
4. Pursuant to Section 607.1109(g), Florida Statutes, each of the respective corporations agrees to and certifies to the following:
 - (a) The address of the principal office of the Delaware corporation is: 1209 Orange Street, Wilmington, Delaware 19801-1196.
 - (b) The Delaware corporation is deemed to have appointed the Secretary of State

of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Florida corporation.

(c) The Delaware corporation has agreed to promptly pay to the dissenting shareholders of the Florida corporation the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

5. Pursuant to Title 8, Chapter 1, §103 of the Delaware General Corporation Law, each of the respective corporations agrees to and certifies to the following:

(a) The executed Plan of Merger is on file at an office of the surviving corporation located at 4337 Pablo Oaks Court, Building 200, Jacksonville, Florida 32224.

(b) The Delaware corporation has agreed to provide a copy of the Plan of Merger, upon request and without cost, to any shareholder of the Florida corporation.

IN WITNESS WHEREOF, the parties have set their hands and caused their seals to be affixed this 15th day of June, 2001.

DIGITAL INTERACTIVE STREAMS, INC.,
a Florida corporation

By: _____

Its President

Royal O'Brien

Attest: _____

Its Secretary

Sandra S. Braunlich

(Corporate Seal)

DIGITAL INTERACTIVE STREAMS, INC.,
a Delaware corporation

By: _____

Its President

Royal O'Brien

Attest: _____

Its Secretary

Sandra S. Braunlich

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Royal J. O'Brien and Sandra S. Braunlich, who are each ☒ personally known to me or who have each produced a ☐ Florida driver's license or ☐ _____ as identification, and who executed the foregoing certificate as President and as Secretary, respectively, of Digital Interactive Streams, Inc., a Florida corporation, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 15th day of June, 2001.

Tracy A. Legeza
Signature of Notary Public
Tracy A. Legeza
Printed Name of Notary Public
Notary Public, State of Florida
My commission expires: 4-16-02

(Notarial Seal)



Tracy A Legeza
My Commission CC734498
Expires April 16, 2002

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Royal J. O'Brien and Sandra S. Braunlich, who are each ☒ personally known to me or who have each produced a ☐ Florida driver's license or ☐ _____ as identification, and who executed the foregoing certificate as President and Secretary, respectively, of Digital Interactive Streams, Inc., a Delaware corporation, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 15th day of June, 2001.

Tracy A. Legeza
Signature of Notary Public
Tracy A. Legeza
Printed Name of Notary Public
Notary Public, State of Florida
My commission expires: 4-16-02

(Notarial Seal)



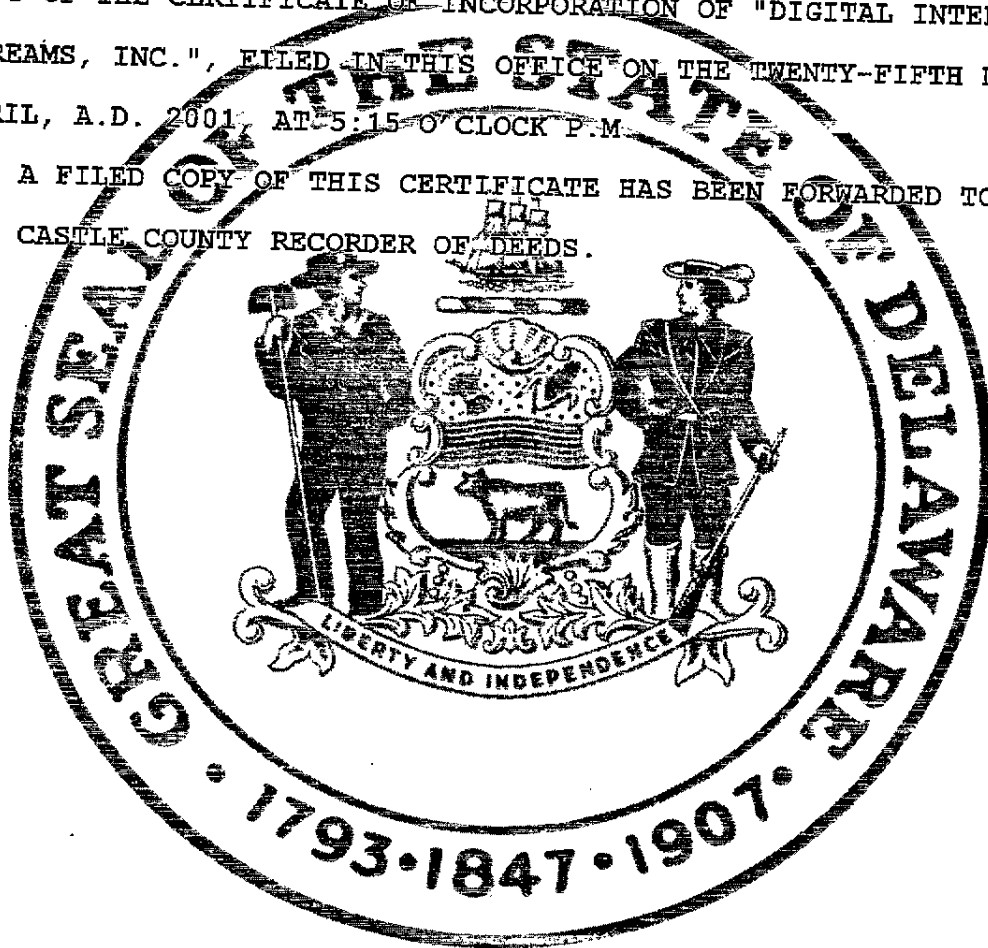
Tracy A Legeza
My Commission CC734498
Expires April 16, 2002

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "DIGITAL INTERACTIVE STREAMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2001, AT 5:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3384823 8100

010200365

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1102158

DATE: 04-26-01

CERTIFICATE OF INCORPORATION
OF

Digital Interactive Streams, Inc.

1. The name of the corporation is: Digital Interactive Streams, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is: 25,000,000 shares common at .001 par.
5. The name and mailing address of each Incorporator is as follows:

NAME
Richard McPhie

MAILING ADDRESS
c/o CT Corporation System
1200 South Pine Island Road
Plantation FL 33324

6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.
8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 25th day of April, 2001.

/s/ Richard McPhie
Richard McPhie