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Tallahassee, Florida 32301
(850) 681-6528

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P00000107537

January 15, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Webix, Inc. into Popo Agie, Inc.

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

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-01/16/02--01048--019
*****78.75 *****78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

X Cert of conversion

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
2002 JAN 16 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 JAN 16 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulliette JAN 16 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEBIX INC., a Florida corporation, P00000107537

INTO

POPO AGIE, INC., a Delaware entity not qualified in Florida

File date: January 16, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

POPO AGIE, INC.

AND

WEBIX INC.

FILED
2002 JAN 16 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Webix Inc. with and into Popo Agie, Inc.

2. The merger of Webix Inc. with and into Popo Agie, Inc. is permitted by the laws of the jurisdiction of organization of Popo Agie, Inc. and is in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the shareholders of Popo Agie, Inc. was January 11, 2002.


3. The shareholders of Webix Inc. entitled to vote thereon approved and adopted the aforesaid Agreement and Plan of Merger by written consent given on November 13, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing of these Articles of Merger with the Secretary of State of the State of Florida.

Executed on January 15, 2002

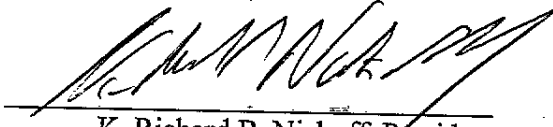
POPO AGIE, INC.

By:


W. Steven Garrett, President

WEBIX INC.

By:


K. Richard B. Niehoff, President

AGREEMENT AND PLAN OF MERGER

OF

POPO AGIE, INC.
(a Delaware corporation)

AND

WEBIX INC.
(a Florida corporation)

AGREEMENT AND PLAN OF MERGER entered into on December 14, 2001, by Popo Agie, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date, and entered into on December 14, 2001, by Webix Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Popo Agie, Inc. is a business corporation of the State of Delaware with its registered office therein located c/o Incorporating Services, Ltd., 15 East North Street, Dover, Delaware 19901;

WHEREAS, Webix Inc. is a business corporation of the State of Florida with its registered office therein located at 70 S.E. 4th Avenue, Delray Beach, FL 33483.

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction;

WHEREAS, the Florida Business Corporation Act permits the merger of a business corporation of another jurisdiction with and into a business corporation of another jurisdiction; and

WHEREAS, Webix Inc. and Popo Agie, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Webix Inc. with and into Popo Agie, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Webix Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Popo

any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Webix Inc. and Popo Agie, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Popo Agie, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Webix Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.
2. The Articles of Incorporation of the surviving corporation, as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for, shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
4. The directors and officers in office of the surviving corporation at the effective time of the merger have been specified between the parties pursuant to separate agreement, each of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.
5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into shares of the X-Change Corporation, a Nevada corporation ("X-Change"), which is the sole shareholder of the surviving corporation, of such class and at such applicable conversion rates as have been specified between the parties pursuant to separate agreement. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving corporation.
6. The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following

address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Webix Inc.
36 W. 44th Street, Suite 1209
New York, NY 10036

7. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Florida and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

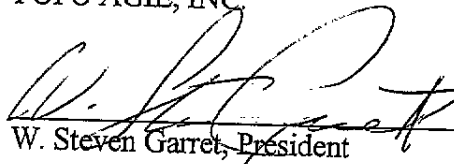
9. Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, the said Agreement and Plan of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 15, 2001

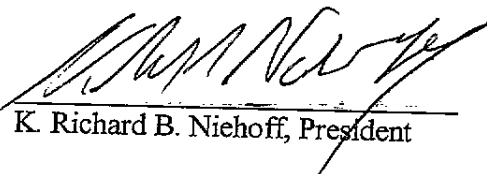
POPO AGIE, INC.

By:


W. Steven Garret, President

WEBIX INC.

By:


K. Richard B. Niehoff, President

CERTIFICATE OF SECRETARY OF POPO AGIE, INC.

The undersigned, being the Secretary of Popo Agie, Inc., does hereby certify that the foregoing Agreement and Plan of Merger was approved by the stockholders of said corporation by written action in lieu of a meeting pursuant to the provisions of the General Corporation Law of the State of Delaware.

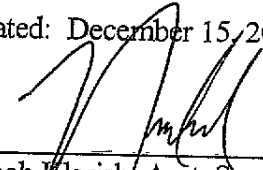
Dated: December 15, 2001


Mark S. Pierce, Secretary

CERTIFICATE OF SECRETARY OF WEBIX INC.

The undersigned, being the Secretary of Webix Inc., does hereby certify that the foregoing Agreement and Plan of Merger was approved by the stockholders of said corporation by written action in lieu of a meeting pursuant to the provisions of the General Corporation Law of the State of Delaware.

Dated: December 15, 2001


Noah Klarish, Asst. Secretary