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Division of Corporations

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MERGER OR SHARE EXCHANGE

GLOBAL PORTALS ONLINE, INC.

Certificate of Status	0
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Global Portals Online, Inc.,
a Florida corporation

Articles of Share Exchange

Pursuant to Section 607.1105 of the Florida Statutes, 110 Media Group, Inc., a Delaware corporation ("OTEN"), and Global Portals Online, Inc., a Florida corporation ("Global"), enter into and adopt these Articles of Share Exchange.

1. The Plan of Share Exchange dated as of December 1, 2005 by and between OTEN and Global (the "Plan of Share Exchange") was approved and adopted by the unanimous written consent of the Board of Directors of OTEN as of December 1, 2005. Adoption and approval of the Plan of Share Exchange by the shareholders of OTEN is not required pursuant to Section 607.1103(7) of the Florida Statutes.

2. The Plan of Share Exchange was approved and adopted by unanimous written consent of the Board of Directors of Global as of December 1, 2005. The Plan of Share Exchange was approved and adopted by the written consent of the shareholders of Global owning more than a majority of the issued and outstanding shares of common stock of Global, which is the only group entitled to vote thereon, as of December 1, 2005.

3. The Plan of Share Exchange is attached hereto as Exhibit A.

4. The effective date of the share exchange contemplated by the Plan of Share Exchange is the date of filing of these Articles of Share Exchange.

IN WITNESS WHEREOF, each of the undersigned corporations, by and through its respective undersigned officer thereunto duly authorized, has executed these Articles of Share Exchange on December 20, 2005.

110 Media Group, Inc.

By


Darren J. Cioffi,
Chief Financial Officer

Global Portals Online, Inc.

By


William A. Mobley, Jr., Chairman
and Chief Executive Officer

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Exhibit A
to
Article of Share Exchange


Plan of Share Exchange dated as of December 1, 2005

1. **Exchange.** As of the Effective Time (as such term is hereinafter defined), all of the shareholders of Global not dissenting from the Exchange shall exchange all of the issued and outstanding shares of Global Common Stock for an aggregate of Eleven Million Four Hundred Forty-Two Thousand Four Hundred Forty-Six (11,442,446) shares of OTEN Common Stock, on the basis of Two and Fifty-Four One Hundredths (2.54) shares of Global Common Stock for one share of OTEN Common Stock, and Global will become a wholly-owned subsidiary of OTEN.
2. **Satisfaction of Rights of Global Shareholders.** All shares of OTEN Common Stock into which shares of Global Common Stock shall have been converted and become exchangeable pursuant to the Exchange shall be deemed to have been paid in full satisfaction of such converted shares of Global Common Stock.
3. **Fractional Shares.** The shares of OTEN Common Stock issued pursuant to the Exchange shall be rounded to the nearest whole share of OTEN Common Stock, and no fractional shares of OTEN Common Stock shall be issued pursuant to the Exchange.
4. **Articles of Share Exchange.** As promptly as possible after the Closing, OTEN shall Articles of Share Exchange in substantially the form of Exhibit A attached hereto with the Secretary of State of the State of Florida. The date and time that the Articles of Share Exchange are so filed is hereinafter referred to as the "Effective Time."

IN WITNESS WHEREOF, each of the undersigned corporations, by and through its respective undersigned officer thereunto duly authorized, has executed this Plan of Share Exchange on December 20, 2005.

110 Media Group, Inc.

By


Darren J. Cioffi,
Chief Financial Officer

Global Portals Online, Inc.

By


William A. Mobley, Jr., Chairman
and Chief Executive Officer

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