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MERGER OR SHARE EXCHANGE

NRI MERGER CORPORATION

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NET RESEARCH, INC., a Florida corporation, P990000002659

INTO

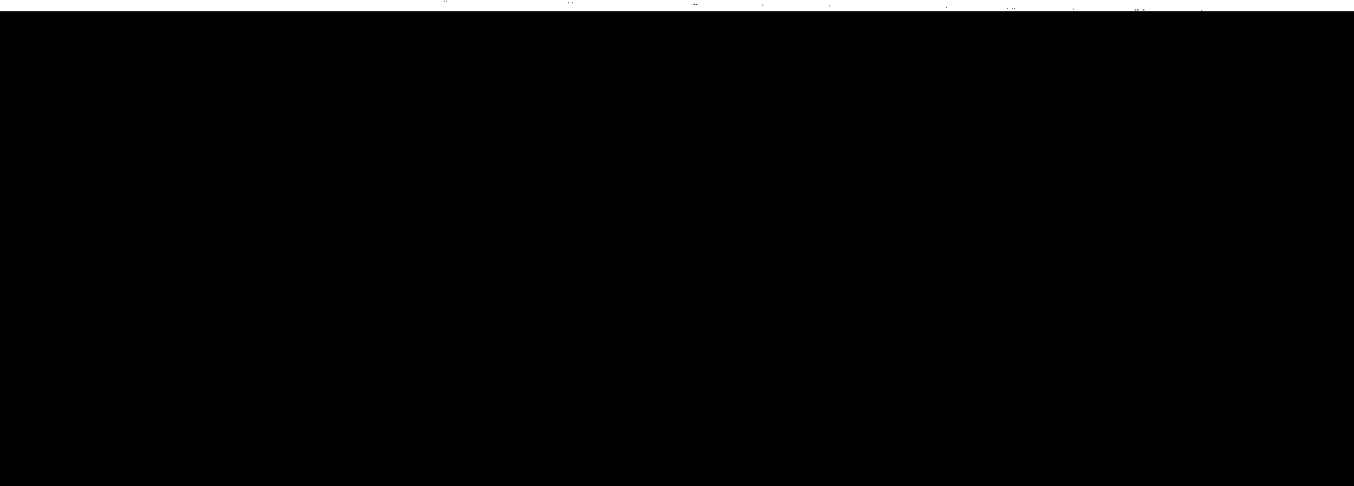
NRI MERGER CORPORATION which changed its name to

**NET RESEARCH, INC.**, a Florida entity, P01000020230

File date: April 20, 2001

Corporate Specialist: Darlene Connell

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



STATE OF FLORIDA  
ARTICLES AND PLAN OF MERGER  
OF  
NET RESEARCH, INC.,  
A FLORIDA CORPORATION  
INTO  
NRI MERGER CORPORATION,  
A FLORIDA CORPORATION

FILED  
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Pursuant to (i) Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA") and (ii) the Agreement and Plan of Reorganization, as amended, dated as of March 5, 2001, among the parties hereto and others (the "Merger Agreement"), the undersigned entities adopt the following Articles and Plan of Merger:

FIRST: The Plan of Merger is as follows:

- (1) Net Research, Inc., a Florida corporation ("Net Research"), shall be merged with and into NRI Merger Corporation, a Florida corporation (the "Surviving Company"), which shall be the surviving company (the "Merger").
- (2) On the Effective Date, each share of common stock, par value \$0.001 per share, of Net Research (the "Net Research Common Stock") issued and outstanding immediately prior to the Effective Date (other than any share held in Net Research's treasury) (the "Outstanding Net Research Common Stock") shall be canceled and extinguished and automatically converted into and represent the right to receive (i) a pro rata portion of Three Million Dollars (\$3,000,000) (subject to a contingent reduction of up to \$500,000, which sum will be placed into escrow for purposes of securing certain indemnity obligations of Net Research's principal shareholder), and (ii) that number of shares of common stock, par value \$0.01 per share, of PurchasePro.com, Inc. ("PurchasePro Common Stock") equal to the Exchange Ratio (as defined below), subject to a contingent reduction of up to the number of shares of PurchasePro Common Stock (the "Escrow Shares") which have an aggregate fair market value of \$350,000 (assuming a price per share equal to the Closing Share Price) (as defined below), upon the surrender of the certificates representing such shares of Net Research

Common Stock. The Escrow Shares will be placed into escrow for purposes of securing certain indemnity obligations of Net Research's principal shareholder. The "Exchange Ratio" means the quotient obtained by dividing (x) the quotient obtained by dividing Five Million Five Hundred Thousand Dollars (\$5,500,000) by the Outstanding Net Research Common Stock by (y) the average of the closing prices per share of PurchasePro Common Stock as quoted on the Nasdaq National Market and reported in The Wall Street Journal for the five (5) trading days immediately preceding (but not including) the Closing Date (the "Closing Share Price").

- (3) The Articles of Incorporation of NRI Merger Corporation as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Incorporation of the Surviving Company until the same shall be amended in accordance with the FBCA and such Articles of Incorporation; provided that Article I of the Articles of Incorporation of the Surviving Company shall, on the Effective Date of the Merger, be amended to read as follows:

"The name of the corporation is Net Research, Inc."

SECOND: On the 23<sup>rd</sup> day of February, 2001, the 16<sup>th</sup> day of April, 2001 and the 19<sup>th</sup> day of April, 2001, respectively, the Merger Agreement and each amendment thereto was approved and adopted by joint written action of the Board of Directors and the sole shareholder of the Surviving Company in accordance with Section 607.1103 of the FBCA. The Merger Agreement was approved and adopted by the Board of Directors of Net Research and by the holders of a majority of the issued and outstanding shares of each class of stock of Net Research entitled to vote thereon on March 5, 2001 in accordance with Section 607.1103 of the FBCA. The amendments to the Merger Agreement were approved and adopted by the Board of Directors of Net Research on April 17, 2001 and by the holders of a majority of the issued and outstanding shares of each class of stock of Net Research entitled to vote thereon on April 20, 2001, in each case, in accordance with Section 607.1103 of the FBCA. Each such approval was sufficient to authorize the taking of the actions contemplated thereby.

THIRD: The Effective Date of the Merger is the date on which these Articles of Merger are filed with the Department of State of the State of Florida.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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Signed this 20th day of April, 2001

NET RESEARCH, INC., a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

NRI MERGER CORPORATION, a Florida corporation

By: Scott E. Wiggens  
Name: Scott E. Wiggens  
Title: President

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H01000042554

Signed this 20th day of April, 2001

NET RESEARCH, INC., a Florida corporation

By: Abu M Rahman  
Name: ABU M RAHMAN  
Title: President

NRI MERGER CORPORATION, a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_