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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

WEB CLASSIFIED INTERNATIONAL, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

WEB CLASSIFIED, INC., a Florida corporation, document number
P98000066780

INTO

WEB CLASSIFIED INTERNATIONAL, INC., a Florida entity, P01000021658

File date: June 25, 2001

Corporate Specialist: Karen Gibson

Florida Dept. of State Electronic Filing

Facsimile Audit No. H0000761246**ARTICLES OF MERGER OF****WEB CLASSIFIED, INC.****AND****WEB CLASSIFIED INTERNATIONAL, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **WEB CLASSIFIED, INC.**, a Florida corporation (the "Disappearing Corporation") and **WEB CLASSIFIED INTERNATIONAL, INC.**, a Florida corporation (the "Surviving Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of March 9, 2001 between the Surviving Corporation and the Disappearing Corporation, setting forth the plan of merger whereby the Disappearing Corporation will merge with and into the Surviving Corporation.

2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective as of the date on which these Articles of Merger are filed with the Florida Department of State.

3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by all of the shareholders and the directors of the Surviving Corporation by written consent on March 9, 2001, and approved by all of the shareholders and the directors of the Disappearing Corporation on March 9, 2001.

4. **Articles and Bylaws.** The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act ("FBCA"). The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

SURVIVING CORPORATION:**WEB CLASSIFIED INTERNATIONAL, INC.**By: Name: Robert W. Fontaine, Jr.Title: CEO**DISAPPEARING CORPORATION:****WEB CLASSIFIED, INC.**By: Name: Robert W. Fontaine, Jr.Title: CEO

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EXHIBIT A

PLAN OF MERGER

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Facsimile Audit No. H01000761246**PLAN OF MERGER**

THIS PLAN OF MERGER (the Agreement") dated effective as of March 9, 2001 is by and between **WEB CLASSIFIED, INC.**, a Florida corporation (the "Disappearing Corporation") and **WEB CLASSIFIED INTERNATIONAL, INC.**, a Florida corporation (the "Surviving Corporation").

BACKGROUND

WHEREAS, the respective Boards of Directors and shareholders of the Disappearing Corporation and the Surviving Corporation have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Florida Business Corporation Act (the "**FBCA**"), at the Effective Time (as defined below), the Disappearing Corporation shall be merged with and into the Surviving Corporation. As a result of the Merger, the separate existence of the Disappearing Corporation shall thereupon cease and the Surviving Corporation shall continue as the surviving corporation of the Merger.
2. The Merger shall become effective on the date and at the time on which properly executed articles of merger are filed with the Secretary of State of the State of Florida (the "**Effective Time**").
3. The articles of incorporation of the Surviving Corporation as in effect at the Effective Time shall be the articles of incorporation of the Surviving Corporation after the Effective Time.
4. The bylaws of the Surviving Corporation as in effect at the Effective Time shall be the bylaws of the Surviving Corporation after the Effective Time.
5. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, the shares of the constituent corporations shall be converted as follows:

Each of the holders of the issued and outstanding shares of the Disappearing Corporation immediately prior to the Effective Time shall receive the following shares of stock of the Surviving Corporation (which shares such shareholders hereby acknowledge and agree have already been issued in contemplation of the Effective Time of the Merger):

Robert Fontaine	9,670,000 Shares
Edward Stefino	5,670,000 Shares
Rhondalee M. Fontaine	180,000 Shares

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IN WITNESS WHEREOF the parties hereto have duly executed this Plan of Merger as of the day and year first above written.

SURVIVING CORPORATION:

WEB CLASSIFIED INTERNATIONAL, INC.

By: [Signature]
Name: ROBERT W. FONTAINE, II
Title: CEO

DISAPPEARING CORPORATION:

WEB CLASSIFIED, INC.

By: [Signature]
Name: ROBERT W. FONTAINE, II
Title: CEO