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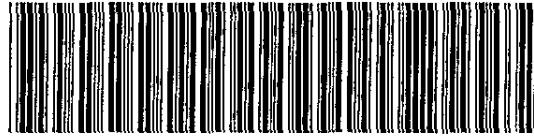
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-17
aa merger

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

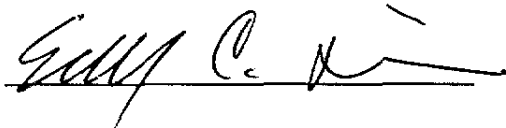
Re: Pricester.com, Inc., a Nevada corporation
Merger with Pricester.com, Inc., a Florida corporation

The enclosed articles of merger and one copy, agreement and plan of merger and the \$70.00 fee made payable to the Department of State are submitted for filing. Please return all correspondence concerning this matter to the following:

Jody M. Walker, Attorney At Law
7841 South Garfield Way
Centennial, CO 80122

For further information concerning this matter, please call Jody M. Walker at 303-850-7637

Very truly yours,

A handwritten signature in black ink, appearing to read "Jody M. Walker", is written over a horizontal line.

I certify this to
be a true copy
of the original

ARTICLES OF MERGER

Barbara J. Bowville

ARTICLES OF MERGER (these "Articles") made and entered into as of February 8th, 2005 by and between Pricester.com, Inc., a Nevada corporation, ("Pricester Nevada") and Pricester.com, Inc., a Florida corporation, ("Pricester Florida"). These Articles are adopted pursuant to Nevada Revised Statutes. All of such laws expressly permit the merger described herein; subject to and pursuant to all of the terms and conditions as set forth herein.

ARTICLE I SURVIVOR CORPORATION

Pricester Nevada shall be the survivor corporation.

ARTICLE II SHARES AUTHORIZED AND OUTSTANDING

On the date of these Articles of Merger, Pricester Nevada has authority to issue 25,000,000 shares of Common Stock, \$.001 par value, of which 1,044,620 shares are issued and outstanding. On the date of these Articles of Merger, Pricester Florida has authority to issue 25,000,000 shares of Common Stock, \$.000001 par value (the "Pricester Florida Common Stock"), of which 21,262,250 shares are issued and outstanding.

ARTICLE III SHAREHOLDER VOTE

On June 4, 2004, a majority of the shareholders entitled to vote on the action constituting 78% of the outstanding shares of Pricester Florida Common Stock approved the Agreement and Plan of Merger to merge Pricester Florida into Pricester Nevada. Said number of votes was sufficient for approval by the stockholders. The plan of merger was duly authorized by all action required by the laws under which it was incorporated and by its constituent documents.

On June 4, 2004, all of the shareholders entitled to vote on the action constituting 95% of the outstanding shares of Pricester Nevada Common Stock approved the Agreement and Plan of Merger to merge Pricester Florida into Pricester Nevada. Said number of votes was sufficient for approval by the stockholders. The plan of merger was duly authorized by all action required by the laws under which it was incorporated and by its constituent documents.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IV
PLAN OF MERGER**

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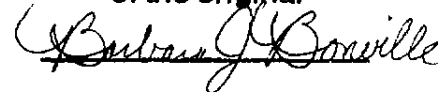
Baibara J. Bonville

The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation (Pricester Nevada). Said address is 3900 Hollywood Blvd. Suite 203, Hollywood, FL 33021. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation to any stockholder of any constituent corporation.

The terms of the Agreement and Plan of Merger are as follows:

- (1) *Merger.* Pricester Florida shall be merged with and into Pricester Nevada, and Pricester Nevada shall survive the merger, effective upon the date when the Agreement and Plan of Merger is made effective in accordance with applicable laws (the "Effective Date").
- (2) *Governing Documents.* The Bylaws of Pricester Nevada, in effect on the Effective Date, shall continue to be the Bylaws of Pricester Nevada as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.
- (3) *Stock of Pricester Florida.* On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of Pricester Florida shall be recalled and canceled and up to 21,262,350 Pricester Nevada Common Shares shall be issued in proportion to their ownership percentage. The registered owner on the books and records of Pricester Florida or its transfer agents of any outstanding certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to Pricester Nevada or its transfer agents, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Pricester Nevada Common Stock evidenced by such outstanding certificate as above provided.
- (4) *Further Assurances.* From time to time, as and when required by Pricester Nevada or by its successors and assigns, there shall be executed and delivered on behalf of Pricester Florida such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in Pricester Nevada the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Pricester Florida, and otherwise to carry out the purposes of the Merger Agreement, and the officers and directors of Pricester Nevada are fully authorized in the name and on behalf of Pricester Florida or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

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of the original



(5) *Book Entries.* As of the Effective Date, entries shall be made upon the books of Pricester Nevada in accordance with the following.

(a) The assets and liabilities of Pricester Florida shall be recorded at the amounts at which they were carried on the books of Pricester Florida immediately prior to the Effective Date, with appropriate adjustments to reflect the retirement of the Common Shares of Pricester Florida presently issued and outstanding.

(b) There shall be credited to the common stock account of Pricester Nevada the aggregate amount of the stated value of all shares of Pricester Nevada Common Stock resulting from the conversion of the outstanding Pricester Florida Common Stock pursuant to the merger.

(c) There shall be credited to the retained earnings account of Pricester Nevada the aggregate of the amount carried in the retained earnings account of Pricester Florida immediately prior to the Effective Date.

(6) *Access to Documentation.* Prior to the merger, Pricester Nevada and Pricester Florida shall provide each other full access to their books and records, and shall furnish financial and operating data and such other information with respect to their business and assets as may reasonably be requested from time to time. If the proposed transaction is not consummated, all parties shall keep confidential any information (unless ascertainable from public filings or published information) obtained concerning each others operations, assets and business.

(7) *Abandonment.* At any time before the effective Date, the Agreement and Plan of Reorganization and the Agreement of Merger may be terminated and the merger may be abandoned by the Board of Directors of either Pricester Nevada or Pricester Florida or both, notwithstanding approval of the Agreement and Plan of Merger by the shareholders of Pricester Nevada or the shareholders of Pricester Florida or both.

I certify this to
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of the original

Basilissa J. Bonville


IN WITNESS WHEREOF, these Articles of Merger, having first been duly approved by resolution of the Boards of Directors of Pricester Nevada and Pricester Florida and their respective shareholders, is hereby executed on behalf of each of said two corporations by their respective officers thereunto duly authorized.

Pricester.com, Inc.
A Nevada corporation

ATTEST:



Joe Puentes, President



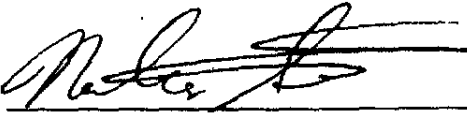
Nelson Stark, Secretary

Pricester.com, Inc.
A Florida corporation

ATTEST:



Joe Puentes, President



Nelson Stark, Secretary

I certify this to
be a true copy
of the original

Barbara J. Bonville

State of Florida)
)ss.
County of Broward)

On the 8th day of February, 2005 personally appeared before me the President of Pricester.com, Inc., a Nevada corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.

Barbara J. Bonville
NOTARY PUBLIC - Barbara J. Bonville

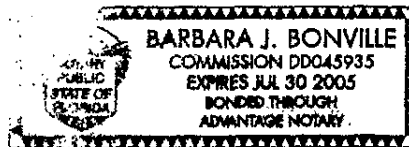
3900 Hollywood Blvd., #203
Address

Hollywood, FL 33021

My Commission Expires: July 30, 2005

SEAL

State of Florida)
)ss.
County of Broward)



On the 8th day of February, 2005, personally appeared before me the Secretary of Pricester.com, Inc., a Nevada corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.

Barbara J. Bonville
NOTARY PUBLIC Barbara Bonville
Barbara J. Bonville

3900 Hollywood Blvd., #203
Address

Hollywood, FL 33021

My Commission Expires: July 30, 2005

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Barbara J. Bonville

State of Florida)
)ss.
County of Broward)

On the 8th day of February, 2005, personally appeared before me the President of Pricester.com, Inc., a Florida corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.

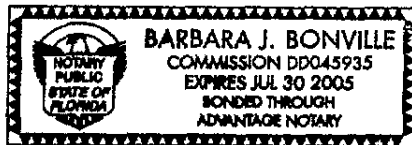
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NOTARY PUBLIC -Barbara J. Bonville

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Barbara J. Bonville

State of Florida)
)ss.
County of Broward)

On the 8th day of February, 2005, personally appeared before me the Secretary of Pricester.com, Inc., a Florida corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.

Barbara J. Bonville

NOTARY PUBLIC - Barbara J. Bonville

3900 Hollywood Blvd., #203
Address

Hollywood, FL 33021

My Commission Expires: July 30, 2005

SEAL



I certify this to
be a true copy
of the original

Barbara J. Bonville

VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the Secretary of Pricester.com, Inc., a Florida corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors.

Nelson Stark

Nelson Stark, Secretary

State of Florida)
)ss.
County of Broward)

On the 8th day of February, 2005, personally appeared before me the Secretary of Pricester.com, Inc., a Florida corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.

Barbara J. Bonville

NOTARY PUBLIC - Barbara J. Bonville

3900 Hollywood Blvd., #203
Address

Hollywood, FL 33021

My Commission Expires: July 30, 2005

SEAL



I certify this to
be a true copy
of the original

Barbara J. Bonville

VERIFICATION

The undersigned, after being duly sworn, does hereby depose and state, that he is the Secretary of Pricester.com, Inc., a Nevada corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors by a majority of the stockholders of the corporation.

[Signature]

Nelson Stark, Secretary

State of Florida)
)ss.
County of Broward)

On the 8th day of February, 2005, personally appeared before me the Secretary of Pricester.com, Inc., a Nevada corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.

Barbara J. Bonville

NOTARY PUBLIC-Barbara J. Bonville

3900 Hollywood Blvd., #203
Address

Hollywood, FL 33021

My Commission Expires: July 30, 2005

SEAL



AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") made and entered into as of June 3, 2004 by and between Pricester.com, Inc., a Florida corporation ("Pricester") and Business Advantage #22, a Nevada corporation ("Business Advantage").

WITNESSETH:

WHEREAS, Pricester is a corporation duly organized and existing under the laws of the state of Florida;

WHEREAS, Business Advantage is a corporation duly organized and existing under the laws of the state of Nevada;

WHEREAS, on the date of this Merger Agreement, Pricester has the authority to issue 25,000,000 shares of common stock, \$.000001 par value per share, of which up to 21,262,250 shares are validly issued and outstanding, fully paid and non-assessable;

WHEREAS, on the date of this Merger Agreement, Business Advantage has authority to issue 25,000,000 shares of Common Stock, \$.001 par value (the "Business Advantage Common Stock"), of which 1,000,000 common shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of Pricester and Business Advantage have determined that it is advisable and to the advantage of said two corporations that Pricester merge into Business Advantage (hereinafter also referred to as the "Surviving Corporation" upon the terms and conditions herein provided; and

WHEREAS, the respective Boards of Directors of Pricester and Business Advantage have approved this Merger Agreement and the Boards of Directors of Pricester and Business Advantage have directed that this Merger Agreement be submitted to a vote of their shareholders, if required by state law.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Pricester and Business Advantage hereby agree to merge as follows:

(1) *Merger.* Subject to the terms and conditions contained in the Agreement and Plan of Reorganization, Pricester will be merged by statutory merger with and into Business Advantage. Pursuant to the merger, each common share of Pricester outstanding immediately prior to the effective date of the merger will be converted into and exchanged for one common share of Business Advantage. Business Advantage #22 shall be the Surviving Corporation.

(2) *Name Change.* The name of the Surviving Corporation shall be amended to be Pricester.com, Inc.

(3) *Mechanics for Closing Merger.* Prior to Closing, each party shall execute and deliver, or cause to be executed and delivered to Jody M. Walker, Attorney At Law as escrow agent, all ledgers, documents and instruments, in form and substance satisfactory as reasonably required to carry out or evidence the terms of this Agreement.

Upon the approval of the respective shareholders, the executed Articles of Merger shall be filed with the Florida Secretary of State and the Nevada Secretary of State.

(4) *Further Assurances.* At or after Closing, Pricester, at the request of Business Advantage, shall promptly execute and deliver, or cause to be executed and delivered, to Business Advantage all such documents and instruments, in form and substance satisfactory to Business Advantage, as Business Advantage reasonably may request in order to carry out or evidence the terms of this Agreement.

(5) *Resignation of Officers and Directors.* Each of the current officers and directors of Business Advantage shall have delivered to Pricester written resignations effective as of the effective date of the Merger (the "Effective Date").

(6) *Book Entries.* As of the Effective Date, entries shall be made upon the books of Business Advantage in accordance with the following.

(a) The assets and liabilities of Pricester shall be recorded at the amounts at which they were carried on the books of Pricester immediately prior to the Effective Date.

(b) There shall be credited to the common stock account of Business Advantage the aggregate amount of the total paid-in capital of all shares of Business Advantage Common Stock resulting from the conversion of the outstanding Pricester Common Stock pursuant to the merger.

(c) There shall be credited to the retained earnings account of Business Advantage the aggregate of the amount carried in the retained earnings account of Pricester immediately prior to the Effective Date.

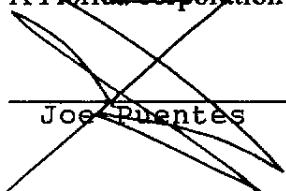
(7) *Access to Documentation.* Prior to the merger, Business Advantage and Pricester shall provide each other full access to their books and records, and shall furnish financial and operating data and such other information with respect to their business and assets as may reasonably be requested from time to time. If the proposed transaction is not consummated, all parties shall keep confidential any information (unless ascertainable from public filings or published information) obtained concerning each others operations, assets and business.

(8) *Abandonment.* At any time before the Effective Date, the Agreement and Plan of Merger and the Articles of Merger may be terminated and the Merger may be abandoned by the Board of Directors of either Business Advantage or Pricester or both, notwithstanding approval of the Merger Agreement by the shareholders of Business Advantage or the shareholders of Pricester or both.

(9) *Counterparts.* In order to facilitate the filing and recording of this Merger Agreement the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

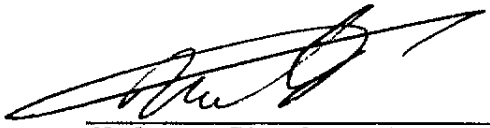
IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by resolution of the Boards of Directors of Pricester and Business Advantage, is hereby executed on behalf of each of said two corporations by their respective officers thereunto duly authorized.

Pricersters.com, Inc.
A Florida corporation



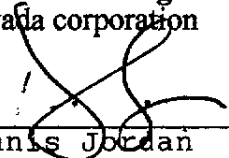
Joe Puentes, President

ATTEST:



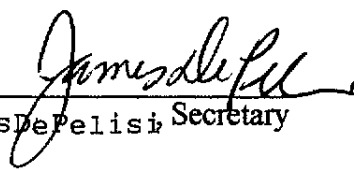
Nelson Stark, Secretary

Business Advantage #22
A Nevada corporation



Dennis Jordan, President

ATTEST:



James DePelisi, Secretary