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Division of Corporations

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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

EFLYTE, INC.

Certificate of Status	0
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Page Count	04

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ARTICLES OF MERGER
Merger Sheet

MERGING:

EFLYTE, LLC A TENNESSEE ENTITY

INTO

EFLYTE, INC., a Florida entity, P01000058164

File date: June 13, 2001

Corporate Specialist: Agnes Lunt

Fax Audit No. H01000073427

**ARTICLES OF MERGER
OF
EFLYTE, LLC
(a Tennessee limited liability company)
("Merging Entity")**

WITH AND INTO

**EFLYTE, INC. 901-58164
(a Florida corporation)
("Surviving Corporation")**

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Pursuant to the provisions of Sections 607.1108, 607.1101, 607.1103, 607.1105, 607.1106, and 607.1109 of the Florida Business Corporation Act (the "FBCA"), the undersigned enter into these Articles of Merger by which eFlyte, LLC, a Tennessee limited liability company (the "Merging Entity"), shall be merged with and into eFlyte, Inc., a Florida corporation (the "Surviving Corporation"), and the Surviving Corporation shall be the surviving business entity, in accordance with an Agreement and Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the FBCA. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the Plan was adopted as of June 13, 2001, pursuant to Section 607.1103 and 607.1108 of the FBCA, by joint unanimous written consent of the directors and shareholders of eFlyte, Inc., a Florida corporation. The only voting group of eFlyte, Inc., entitled to vote on adoption of the Plan was the holders of common stock. The number of votes cast by such voting group was sufficient for approval by that group.

THIRD, the Plan was adopted as of June 13, 2001, pursuant to Section 48-244-102 of the Tennessee Limited Liability Company Act, by joint unanimous written consent of the managers and members of the Merging Entity.

FOURTH, the merger shall become effective at the close of business on June 15, 2001.

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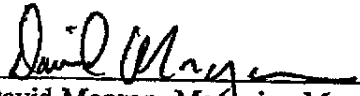
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IN WITNESS WHEREOF, these Articles of Merger have been executed by eFlyte, LLC, as the Merging Entity, and by eFlyte, Inc., as the Surviving Corporation, this 13th day of June, 2001.

MERGING ENTITY

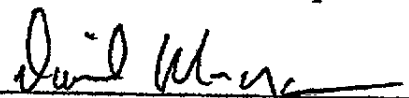
EFLYTE, LLC, a Tennessee limited liability company

By: 
Daniel Harris, Managing Member

By: 
David Morgan, Managing Member

SURVIVING CORPORATION

EFLYTE, INC., a Florida corporation

By: 
David Morgan, Chief Executive Officer

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") is entered into as of June 15, 2001, by and between EFLYTE, INC., a Florida corporation ("Buyer") and EFLYTE, LLC, a Tennessee limited liability company ("Company").

WHEREAS, Buyer owns 100% of the membership interests of Company and desires to merge Company with and into Buyer pursuant to Sections 607.1108 of the Florida Business Corporation Act ("FBCA") and 48-244-101 of the Tennessee Limited Liability Company Act ("TLLCA").

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

1. The Merger. At the Effective Time (defined below), on and subject to the terms and conditions of this Plan, Company will merge with and into Buyer (the "Merger"). The separate existence of Company shall cease, and Buyer shall be the corporation surviving the Merger (the "Surviving Corporation") and shall be governed by the laws of the State of Florida.

2. Actions at the Closing. Company and Buyer will file Articles of Merger with the Secretary of State of the State of Florida and a Certificate of Merger with the Secretary of State of the State of Tennessee (collectively, the "Articles of Merger") in such form as required by, and executed and certified in accordance with, the relevant provisions of the FBCA and the TLLCA, respectively.

3. Effect of Merger.

(a) The Merger shall become effective at the close of business on June 15, 2001 (the "Effective Time"). The Merger shall have the effect set forth in the FBCA and the TLLCA. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of Company in order to carry out and effectuate the transactions contemplated by this Agreement.

(b) The Articles of Incorporation of Buyer in effect at and as of the Effective Time will be the Articles of Incorporation of the Surviving Corporation upon and following the Merger.

(c) The Bylaws of Buyer in effect at and as of the Effective Time will be the Bylaws of the Surviving Corporation upon and following the Merger.


(d) The directors and officers of Buyer in office at and as of the Effective Time will be the directors and officers of the Surviving Corporation upon and following the Merger.


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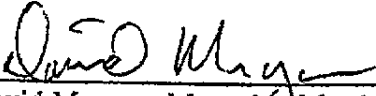
4. Cancellation of Company Membership Interests. At and as of the Effective Time, each membership interest in Company shall be cancelled and retired.

EFLYTE, LLC

EFLYTE, INC.

By: 
Daniel Harris, Managing Member

By: 
David Morgan, Chief Executive Officer

By: 
David Morgan, Managing Member

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