

Division of Corporations

Pd000070753

## Florida Department of State

Division of Corporations

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## MERGER OR SHARE EXCHANGE

ERIC OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$96.25

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BILL IT ON LINE, L.L.C. A DELAWARE ENTITY

INTO

BRIC OF FLORIDA, INC. which changed its name to

**E COMMERCE SYSTEMS, CORP.**, a Florida entity, P01000070753

File date: October 23, 2001

Corporate Specialist: Agnes Lunt

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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ARTICLES OF MERGER  
OF  
BRIC OF FLORIDA, INC., a Florida Corporation  
with  
BILL IT ON LINE, L.L.C., a Delaware Limited Liability Company

901-70753

MOI-993

ARTICLES OF MERGER between Bric of Florida, Inc., a Florida corporation ("Surviving Corp.") And Bill It On Line, L.L.C., a Delaware Limited Liability Company ("Disappearing Corp.")

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Surviving Corp. and Disappearing Corp. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated October 4, 2001, ("Plan of Merger"), between Surviving Corp. and Disappearing Corp. was approved and adopted by the shareholders of Surviving Corp. on August 13, 2001, and was adopted by the shareholders of Disappearing Corp. on September 1, 2001.

2. Under the Plan of Merger, all issued and outstanding units of Disappearing Corp.'s units will be acquired by means of a merger of Disappearing Corp. into Surviving Corp. with Surviving Corp. ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on October 4, 2001.

BRIC OF FLORIDA, INC.

By: [Signature]  
Executive Vice President

[Signature]  
Secretary (Corporate Seal)

BILL IT ON LINE, L.L.C.

By: [Signature]  
General Partner

[Signature]  
[Signature]  
[Signature]  
[Signature]

[Signature]  
[Signature]

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PLAN OF MERGER  
DATED AUGUST 1, 2001

Merger between Bric of Florida, Inc., (the "Surviving Corp.") and Bill It On Line, L.L.C., (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp. in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date, are as follows:

ARTICLE I  
NAME

The name of this corporation is E Commerce Systems, Corp.

ARTICLE III  
BOARD OF DIRECTORS

The corporation shall have not less than one (1) director, nor more than three (3) directors. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors are:

John G. Pierce, 800 North Ferncreek Avenue, Orlando, Florida 32803  
Thomas Arrigoni, 140 Shell Harbor Road, Satsuma, Florida 32819  
Calvin J. Harris, 229 Delaware Avenue, Harrington, Delaware 19952

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of the Disappearing Corp.'s units that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of common stock of Bric of America, Inc., the Parent Corp. of the Surviving Corp., in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock, owned by Bric of America, Inc. (the "Parent Corp.").

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock and the Parent Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date shall receive shares rounded to the next whole number.

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5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles/later, as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders or unit holders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands on September 1, 2001.

*Tracy Lynn Ottaway*  
*Kanda L. Morgan*

BRIC OF FLORIDA, INC.

By: *John H. Pinner*  
*John H. Pinner* President

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Waylyn Ottaway  
Wanda L Morgan

BRIC OF AMERICA, INC.

By: John P. Price  
President

Waylyn Ottaway  
Wanda L Morgan

BILL IT ON LINE, L.L.C.

By: Thomas D. Corrigan  
General Partner

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