

800 Corporate Drive, Suite 408 Fort Lauderdale, Florida 33334, USA  
T: (954) 315.4999. F: (954) 351.7075. C: (305) 987.5920.

www.adveniogroup.com

P01000072002



FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 OCT - 1 PM 3:35

September 30, 2002

VIA OVERNIGHT DELIVERY

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

600008136126--7  
-10/01/02--01067--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger Merging DigitalNine.Com Inc. (Florida domestic) into and  
with Advenio Group, Inc. (Florida domestic)

Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Merger merging DigitalNine.Com Inc., a  
Florida corporation, into and with Advenio Group, Inc., a Florida corporation.

Also enclosed is payment of \$70.00 to file the Articles of Merger. Please date  
stamp the duplicate original set of Articles of Merger and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

*George C. Cordoba*  
(skr)

George C. Cordoba  
CEO & President

GCC/skr

Enclosures

*Merger*

V SHEPARD OCT 4 2002

ARTICLES OF MERGER  
Merger Sheet

---

MERGING:

DIGITALNINE.COM INC., a Florida corporation, P02000086756

INTO

**ADVENIO GROUP, INC.**, a Florida entity, P01000072002.

File date: October 1, 2002

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**  
**MERGING DIGITALNINE.COM INC., A FLORIDA CORPORATION, INTO**  
**ADVENIO GROUP, INC., A FLORIDA CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 OCT -1 PM 3:35

The following Articles of Merger are submitted pursuant to Section 607.1108 and Section 607.1109, respectively, of the Florida Business Corporation Act.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type of the merging party are as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Florida Document/ Registration Number</u>	<u>FEIN</u>
1. DIGITALNINE.COM INC. 800 Corporate Drive Suite 408 Fort Lauderdale, FL 33334	Florida	Corporation	P02000086756	33-1016996

and hereinafter referred to as "Digital".

2. ADVENIO GROUP, INC. 800 Corporate Drive Suite 408 Fort Lauderdale, FL 33334	Florida	Corporation	P01000072002	65-1125524
---	---------	-------------	--------------	------------

and hereinafter referred to as "Advenio".

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>FEIN</u>
Advenio Group, Inc. 800 Corporate Drive, Suite 408 Fort Lauderdale, FL 33334	Florida	Corporation	65-1125524

**THIRD:** The following Plan of Merger meets the requirements of Section 607.1108, Florida Statutes, and complies with all other applicable sections of Section 607 of the Florida Business Corporation Act:

1. The Effective Date of the Plan of Merger is October 1, 2002 (the "Effective Date").
2. Digital shall be and it is hereby, merged into Advenio, with Advenio being the surviving corporation.

3. Advenio's Articles of Incorporation and by-laws as they exist as of the Effective Date of this Plan of Merger shall be and remain the Articles of Incorporation and by-laws of Advenio, as the surviving corporation, until such time as said Articles of Incorporation shall be amended as therein provided.
4. The following persons shall constitute all of the directors and officers, respectively, of Advenio as of the Effective Date of the merger:

<u>Name</u>	<u>Title</u>
George Cordoba	Chief Executive Officer, President, Treasurer, and Sole Director
Jesse J. Lo Ré	Chief Operations Officer and Vice President
Srinivasan Sundar	Chief Technology Officer and Secretary

and each officer and director shall serve in such capacity until the next annual meeting of Advenio's shareholders or until their successors are appointed or duly elected and qualified.

5. Upon the Effective Date of the merger, all property, rights, privileges, titles of ownership, leases, contracts, franchises, intellectual property (including, but not limited to, patents and trademarks), licenses, registrations and any and all other asset and liability of every kind and description of Digital shall be transferred to, vested in and devolve upon Advenio without further act or deed and all property, rights and every other interest of Digital shall be as effectively the property of Advenio as they were of Digital.
6. Upon the Effective Date of the merger, all of the issued and outstanding capital stock of Digital consisting of two hundred (200) shares of common stock with a par value of One Dollar (\$1.00) per share shall be acquired by Advenio in exchange for 400,000 shares in the aggregate of the common stock of Advenio and issued as set forth below in Section 7 of this Plan of Merger.

7. Upon the Effective Date of the merger, all outstanding capital stock of Advenio consisting of one hundred (100) shares of the common stock of Advenio shall be surrendered and cancelled, and re-issued as follows:

<u>Name of Shareholder</u>	<u>Number of Shares Issued</u>	<u>Date Acquired</u>
George Cordoba	300,000	October 1, 2002
Domenico D'Alfonso	300,000	October 1, 2002
Jesse J. Lo Ré	200,000	October 1, 2002
Srinivasan Sundar	200,000	October 1, 2002

8. This Plan of Merger was adopted by majority vote by joint written consent of all of the shareholders of Digital on September 30, 2002, and the number of outstanding shares of each class of Digital's capital stock and the number of such shares of each class owned and voted upon by each shareholder of Digital is as follows:

<u>Number of Shares Issued and Outstanding</u>	<u>Class</u>	<u>No. of Votes Approving Merger</u>	<u>No. of Votes Opposing Merger</u>
200	Common	200	0

9. This Plan of Merger was adopted by majority vote by joint written consent of all of the shareholders and by the Sole Director of Advenio on September 30, 2002, and the number of outstanding shares of each class of Advenio's capital stock and the number of such shares of each class owned and voted upon by each shareholder of Advenio is as follows:

<u>Number of Shares Issued and Outstanding</u>	<u>Class</u>	<u>No. of Votes Approving Merger</u>	<u>No. of Votes Opposing Merger</u>
100	Common	100	0

**FOURTH:** The merger is not prohibited by the respective articles of incorporation of either Digital or Advenio.

**FIFTH:** This Plan of Merger may be amended by the board of directors of either Digital or Advenio at any time prior to the filing of the Articles of Merger with the Florida Department of State.

**SIXTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.



DIGITALNINE.COM INC.,  
a Florida corporation

By: *Jesse J. Lo Ré*  
Jesse J. Lo Ré  
Chief Executive Officer & President

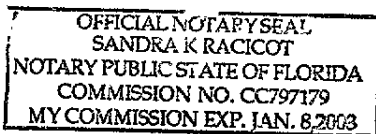
STATE OF FLORIDA       )  
  ss:  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared Jesse J. Lo Ré as Chief Executive Officer and President of DigitalNine.Com Inc., a Florida corporation, and who is personally known to me to be the person described herein as the person who executed the foregoing Articles of Merger and he acknowledged before me that he subscribed to these Articles of Merger.

WITNESS my hand and seal in the county and state aforesaid this 30th day of September, 2002.

My Commission Expires:

*Sandra K. Racicot*  
Notary Public  
State of Florida at Large



Sandra K. Racicot  
Printed Name of Notary Public



ADVENIO GROUP, INC.,  
a Florida corporation

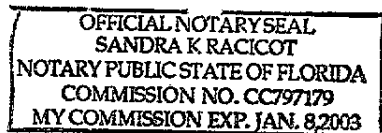
By: *George Cordoba*  
George Cordoba  
Chief Executive Officer & President

STATE OF FLORIDA       )  
                                  ss:  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared George Cordoba as Chief Executive Officer and President of Advenio Group, Inc., a Florida corporation, and who is personally known to me to be the person described herein as the person who executed the foregoing Articles of Merger and he acknowledged before me that he subscribed to these Articles of Merger.

WITNESS my hand and seal in the county and state aforesaid this 30<sup>th</sup> day of September, 2002.

My Commission Expires:



Sandra K. Racicot  
Notary Public  
State of Florida at Large

Sandra K. Racicot  
Printed Name of Notary Public