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MERGER OR SHARE EXCHANGE

GENESIS TECHNOLOGY GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

*merger*

*10/12/01*

*DC*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NEW AGE CITIES.COM, INC., a Idaho corporation not qualified to transact  
business in the State of Florida.

INTO

**GENESIS TECHNOLOGY GROUP, INC.**, a Florida entity, P01000088520

File date: October 12, 2001

Corporate Specialist: Darlene Connell

H01000106655 3

**ARTICLES OF MERGER  
OF  
NEW AGE CITIES.COM, INC.,  
(an Idaho corporation)  
INTO  
GENESIS TECHNOLOGY GROUP, INC.,  
(a Florida corporation)**

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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** NEW AGE CITIES.COM, INC., an Idaho corporation ("Acquisition") shall be merged (the "Merger") with and into GENESIS TECHNOLOGY GROUP, INC., a Florida corporation bearing Document #P01000088520 ("Genesis"). Acquisition and Genesis are sometimes hereinafter collectively referred to as the "Constituent Corporations." Genesis shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of Genesis, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, Genesis shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

BRIAN PEARLMAN, ESQ., FLA BAR #0157023  
Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
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H01000106655 3

H01000106655 3

**4. Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Acquisition's common stock, \$.02 par value per share shall be converted into the consideration set forth in Section 8 and Section 10, respectively, of the Agreement and Plan of Merger (the "Plan of Merger") between Acquisition and Genesis.

**SECOND:** The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

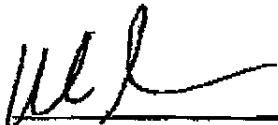
**THIRD:** The Plan of Merger was adopted by the boards of directors of Acquisition and Genesis on the 21st day of September, 2001 and by holders of a majority of the issued and outstanding shares of common stock of Acquisition, on the 12th day of October, 2001. No shares of Genesis are issued or outstanding.

Signed this 12th day of October, 2001

**NEW AGE CITIES.COM, INC.,**  
an Idaho corporation

By:   
Kenneth Shenkman, Vice President

**GENESIS TECHNOLOGY GROUP, INC.,**  
a Florida corporation

By:   
Kenneth Shenkman, Vice President

H01000106655 3