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☒ CERTIFIED COPY \_\_\_\_\_ CUS \_\_\_\_\_

PHOTO COPY \_\_\_\_\_ ☒ FILING Merger

1.) Xlipstream Corporation  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**FIRST:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Xlipstream Corporation</u>	<u>Delaware</u>	_____

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If Known/applicable)
<u>Xlipstream Corporation</u>	<u>Florida</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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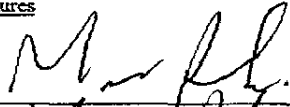
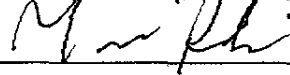
**Third:** The Plan of Merger is attached.

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

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on July 8, 2003 and by the board of directors of the surviving corporation on July 8.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 8, 2003 and the board of directors of the merging corporation on July 8, 2003.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Xlipstream Corporation (FL)</u>		<u>Marc Rubin, CFO</u>
<u>Xlipstream Corporation (DE)</u>		<u>Marc Rubin, CFO</u>

**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Xlipstream Corporation</u>	<u>Delaware</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Xlipstream Corporation</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

A. **Merger and Effective Time.** At the Effective Time (as defined below), Xlipstream (FL) shall be merged with and into Xlipstream (DE) (the "**Merger**"), and Xlipstream (DE) shall be the surviving corporation of the Merger (the "**Surviving Corporation**"). The Merger shall become effective upon the close of business on the date when a duly executed copy Certificate of Merger, is filed with the Secretary of State of the State of (DE) (the "**Effective Time**").

B. **Effect of Merger.** At the Effective Time, the separate corporate existence of Xlipstream (FL) shall cease; the corporate identity, existence, powers, rights and immunities of Xlipstream (DE) as the Surviving Corporation shall continue unimpaired by the Merger; and Xlipstream (DE) shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of Xlipstream (FL), all without further act or deed.

C. **Governing Documents.** At the Effective Time, (i) the Certificate of Incorporation of Xlipstream (DE) in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, and (ii) the Bylaws of Xlipstream (DE) in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation

D. **Directors and Officers.** At the Effective Time, the directors of Xlipstream (DE) shall be and become the directors of the Surviving Corporation, and the officers of Xlipstream (DE) shall be and become the officers (holding the same offices) of the Surviving Corporation, and after the Effective Time shall serve in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each issued share of Xlipstream Corporation (FL) shall convert to one share of Xlipstream Corporation (DE). Each issued and outstanding share of Xlipstream Corporation (DE) shall remain outstanding.

*(Attach additional sheets if necessary)*