

PO2000117830

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☐ PICK-UP

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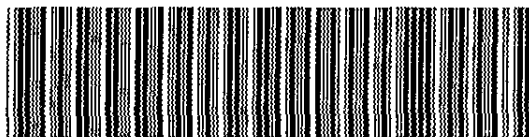
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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03 OCT -1 AM 10:19

DIVISION OF CORPORATION

FILED

03 OCT -1 PM 1:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Ocullette OCT 01 2003



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

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October 1, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

B2B Advantage, Inc. (FL) into B2B Advantage, Inc. (DE)

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

STATE OF FLORIDA
ARTICLES OF MERGER

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>
B2B Advantage, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
B2B Advantage, Inc.	Florida

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 August 24, 2003.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on August 24, 2003.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

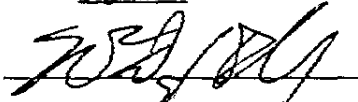
Seventh: Signatures for each corporation.

Name of Corporation

Signature

Typed or Printed Name of
Authorized
Individual & Title

B2B Advantage, Inc.(FL)



William D. Rhodes, Jr.
President

B2B Advantage, Inc.(DE)



William D. Rhodes, Jr.
President

STATE OF FLORIDA
PLAN OF MERGER
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the **parent** corporation (the "Parent") owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
B2B Advantage, Inc.	Florida

2. The name and jurisdiction of each **subsidiary** corporation (the "Subsidiary"):

<u>Name</u>	<u>Jurisdiction</u>
B2B Advantage, Inc.	Delaware

3. The manner and basis of converting the shares of Subsidiary or Parent into shares, obligations, or other securities of Parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the effective date of the merger ("Effective Date"), by virtue of the merger and without any further action on the part of any corporation nor their respective stockholders, (i) each share of Common Stock of Parent issued and outstanding immediately prior thereto shall be combined, changed and converted into one (1) share of Common Stock of Subsidiary, in each case fully paid and nonassessable, and (ii) each share of Common Stock of Subsidiary issued and outstanding immediately prior thereto shall be canceled and returned to the status of authorized but unissued shares.

4. The merger is between Parent and Subsidiary and Parent is not the surviving corporation, therefore, upon completion of the merger each holder of shares of common stock of the Parent shall receive one share of the common stock of the Subsidiary for each share of common stock of the Parent held at the time of the merger.

5. Parent is the sole shareholder of Subsidiary so that there are no Shareholders of Subsidiary, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.