

# P02000118208

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000230908 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : ADORNO & YOSS, P.A. *-mpm*  
Account Number : 076247002423  
Phone : (954) 763-1200  
Fax Number : (954) 766-7800

RECEIVED

02 NOV 26 AM 11:47

DIVISION OF CORPORATIONS

02 NOV 26 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## MERGER OR SHARE EXCHANGE

XTRACARD SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

*Merge*  
*11/26*  
*6*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

XTRACARD SERVICES, INC., a Delaware corporation, not qualified in Florida

INTO

**XTRACARD SERVICES, INC.**, a Florida entity, P02000118208

File date: November 26, 2002

Corporate Specialist: Karen Gibson

T-415 F-002/005 F-622  
02 NOV 26 PM 2:28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H02000230908 4

**ARTICLES OF MERGER  
OF  
XTRACARD SERVICES, INC. (a Delaware corporation)  
INTO  
XTRACARD SERVICES, INC. (a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act and pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. Merger. XTRACARD SERVICES, INC., a Delaware corporation ("XTRA DE"), shall be merged with and into XTRACARD SERVICES, INC., a Florida corporation ("XTRA FL"), bearing document number P02000118208 (the "Merger"). XTRA FL is a wholly owned subsidiary of NU-D-ZINE, INC., a Florida corporation ("NU-D-ZINE") and shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of the State of Florida (the "Effective Date"). XTRA DE and XTRA FL shall be collectively referred to herein as the "Constituent Corporations".

2. Name of Surviving Corporation. The name of the Surviving Corporation shall be: "XTRACARD SERVICES, INC."

3. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of XTRA FL shall be the Articles of Incorporation and the Bylaws, respectively, 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 the provisions of applicable law, which power to amend or repeal is hereby expressly reserved.

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

CLINT J. GAGE, ESQ., FLA. BAR #0191779  
Adamo & Yoss, P.A.  
350 E. Las Olas Boulevard, Suite 1700  
Ft. Lauderdale, FL 33301  
Phone No.: (954) 763-1200

H02000230908 4

MPM/204801.0001/N0405829\_2

H02000230908 4

5. Transfer of Assets and Liabilities. On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

6. 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 XTRA DE's common stock, shall be converted into the right to receive the consideration as set forth in the Agreement and Plan of Merger by and between NU-D-ZINE, XTRA DE, and XTRA FL, dated November 8, 2002 (the "Merger Agreement").

At the Effective Time, by virtue of the Merger and without any action on the part of NU-D-ZINE, XTRA FL or XTRA DE, or the holders of capital stock of any of them, each of the 42,831,085 shares of XTRA DE Common stock, par value \$.001 per share (the "XTRA DE Common Stock") issued and outstanding immediately prior to the Effective Time, shall be converted into the right to receive 0.9490685 shares (the "NU-D-ZINE Shares") of NU-D-ZINE Common stock, par value \$.001 per share ("NU-D-ZINE Common Stock").

SECOND: The merger of the Constituent Corporations is permitted by the laws of the jurisdictions of organization each Constituent Corporation and is in compliance with said laws.

H02000230908 4

MPM/204801.0001/N0405629\_2

H02000230908 4

THIRD: The Merger Agreement and these Articles of Merger were approved, adopted, certified, executed and acknowledged by each of the aforesaid Constituent Corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by XTRA DE in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware. The date of adoption of the Merger Agreement and these Articles of Merger by the Directors and stockholders of XTRA DE was November 5, 2002.

FOURTH: The Merger Agreement and these Articles of Merger were approved, adopted, certified, executed and acknowledged by XTRA FL's sole Director and sole shareholder pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on November 5, 2002. Therefore, the number of votes cast for the Merger Agreement and these Articles of Merger was sufficient for approval.

FIFTH: The Merger Agreement and these Articles of Merger were approved, adopted, certified, executed and acknowledged by NU-D-ZINE's sole Director pursuant to section 607.0821 of the Florida Business Corporation Act on November 5, 2002. Shareholder approval was not necessary, therefore, the number of votes cast for the Merger Agreement and these Articles of Merger was sufficient for approval.

SIXTH: The Merger Agreement is on file at 1900 Corporate Boulevard, Suite 305-W, Boca Raton, FL 33431, the place of business of the Surviving Corporation.

SEVENTH: The Surviving Corporation (i) does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of XTRA DE, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of XTRA DE as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; (ii) does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and (iii) does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 1900 Corporate Boulevard, Suite 305-W, Boca Raton, FL 33431.

EIGHTH: The Effective Date of the Merger shall be the date these Articles of Merger are filed with the Florida Secretary of State.

H02000230908 4

MPM/204801.0001/N0405829\_2

H02000230908 4

Signed this 8<sup>th</sup> day of November 2002.

**XTRACARD SERVICES, INC.**  
a Delaware corporation



Robert Steinberg  
Its President

**XTRACARD SERVICES, INC.**  
a Florida corporation



Laurence Isaacson  
Its President

H02000230908 4

MPM/204801.0001/N0405829\_2