

12/30/2004

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MERGER OR SHARE EXCHANGE

PROVADO TECHNOLOGIES, INC.

Certificate of Status	0
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**ARTICLES OF MERGER
OF
PROVADO TECHNOLOGIES, INC. (a Florida corporation)
AND
ON-LINE COMMUNICATIONS, INC. (a Connecticut corporation)**

Pursuant to the provisions of the Florida Business Corporation Act, Provado Technologies, Inc., a Florida corporation, does hereby certify and submit the following Articles of Merger:

1. A merger has been approved by the boards of directors of Provado Technologies, Inc., a Florida corporation, and its wholly owned subsidiary, On-Line Communications, Inc., a Connecticut corporation, by resolutions.
2. Provado Technologies, Inc. is the surviving corporation and On-Line Communications, Inc. is the merged corporation.
3. The Plan of Merger, adopted by the board of directors of Provado Technologies, Inc. on December 30, 2004, and by the board of directors of On-Line Communications, Inc. on December 30, 2004, is attached.
4. Pursuant to Section 607.1104 of Florida Business Corporation Act, shareholder approval of Provado Technologies, Inc. and On-Line Communications, Inc. of the Plan of Merger is not required because all of the outstanding shares of On-Line Communications, Inc. are owned by Provado Technologies, Inc.
5. The Articles of Merger shall be effective as of 11:59 p.m. on December 31, 2004.

PROVADO TECHNOLOGIES, INC.

By: Steven P. Russell

Steven Russell
President

EFFECTIVE DATE
12-31-04

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PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger"), dated as of December 30, 2004, is among Provado Technologies, Inc., a Florida corporation (the "Parent Company"), and On-Line Communications, Inc., a Connecticut corporation (the "Subsidiary") (collectively "Constituent Corporations").

WHEREAS, the Parent Company owns 100% of the outstanding shares of capital stock of the Subsidiary and the parties thereto have agreed to the merger of the Subsidiary with and into the Parent Company;

WHEREAS, the Parent Company, as the sole shareholder of the Subsidiary and, the respective Boards of Directors of the Parent Company and the Subsidiary have each approved the merger of the Subsidiary into the Parent Company in accordance with each of the Florida Business Corporation Act (the "Florida Act") and the Connecticut Business Corporation Act (the "Connecticut Act");

WHEREAS, this Plan of Merger shall be filed with Articles of Merger with the Secretary of State of Florida and with Certificate of Merger with the Secretary of State of Connecticut in order to consummate the merger of the Subsidiary with and into the Parent Company; and

WHEREAS, the Parent Company and the Subsidiary have agreed to execute and file this Plan of Merger as provided under the Florida Act and the Connecticut Act.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Parent Company and the Subsidiary hereby agree as follows:

1. The Merger. At the Effective Time, in accordance with this Plan of Merger, and the Florida Act and the Connecticut Act, the Subsidiary shall be merged (such merger being herein referred to as the "Merger") with and into the Parent Company, the separate existence of the Subsidiary shall cease, and the Parent Company shall continue as the surviving corporation. The Parent Company hereinafter is sometimes referred to as the "Surviving Corporation."

2. Effect of the Merger. When the Merger has been effected, the Surviving Corporation shall retain the name "Provado Technologies, Inc."; and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually 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 any of such Constituent Corporations, shall not revert or be in any way

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impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing Articles of Merger with the Secretary of State of Florida and a Certificate of Merger with the Secretary of State of Connecticut, each with this Plan of Merger in such form as required by, and executed in accordance with, the relevant provisions of the Florida Act and the Connecticut Act [(the time of such filing being the "Effective Time" and the date of such filing being the "Effective Date")].

4. Articles of Incorporation, Bylaws and Directors and Officers. The Articles of Incorporation and bylaws of the Surviving Corporation shall be identical with the Articles of Incorporation and bylaws of the Parent Company as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the Florida Act.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Parent Company, the Subsidiary or the holder of any of the shares (the "Shares") of capital stock of the Constituent Corporations:

(a) Each Share of each class or series of capital stock of the Parent Company issued and outstanding immediately prior to the Effective Time shall remain unchanged as one outstanding share of such class or series of capital stock of the Parent Company, held by the person who was the holder of such share of capital stock of the Parent Company immediately prior to the Merger.

(b) Each Share of capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

(c) Each outstanding or authorized subscription, option, warrant, call, right (including any preemptive right), commitment, or other agreement of any character whatsoever which obligates or may obligate the Parent Company to issue or sell any additional shares of its capital stock or any securities convertible into or evidencing the right to subscribe for any shares of its capital stock or securities convertible into or exchangeable for such shares, if any, shall remain unchanged.

6. Taking of Necessary Action. Each of Parent Company and the Subsidiary shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the Florida Act, the Connecticut Act or any other applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of either the Parent Company or Subsidiary to take, all such lawful and

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necessary actions.

7. Waiver of Mailing Requirement. The Parent Company, as the sole shareholder of the Subsidiary, hereby waives the mailing requirement set forth in Section 607.1104 of Florida Act and Section 33-218(c) of Connecticut Act, which requires the Parent Company to mail a copy of this Plan of Merger to each shareholder of the Subsidiary.

8. Appraisal Right. Shareholders of the Subsidiary who, except for the applicability of Section 607.1104 of Florida Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321, may be entitled, if they comply with the provisions of Florida Act regarding appraisal rights, to be paid the fair value of their shares.

IN WITNESS WHEREOF, the Parent Company, and the Subsidiary have caused this Plan of Merger to be executed as of the date first above written.

PROVADO TECHNOLOGIES, INC.

By: Steven F. Russell
Steven Russell
President

ON-LINE COMMUNICATIONS, INC.

By: Steven F. Russell
Steven Russell
Secretary