

02/04/2005 13:13 FAX 813 251 6711

BARNETT & LONG

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Division of Corporations

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**WEBCAPADES, INC.**

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ARTICLES OF MERGER  
MERGING CHERISH, INC.  
INTO WEBCAPADES, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby deliver the following Articles of Merger for the purposes of merging CHERISH, INC., a North Carolina corporation, into WEBCAPADES, INC., a Florida corporation.

1. A copy of the Plan of Merger adopted by the constituent corporations (the "Plan") is attached hereto as Exhibit A.
2. The merger of CHERISH, INC., into WEBCAPADES, INC., shall be effective upon the filing of these Articles of Merger.
3. The Plan was adopted and approved by the directors and shareholders of CHERISH, INC., on January 31, 2005 in accordance with the provisions of the North Carolina Business Corporation Act.
4. The Plan was adopted and approved by the directors and shareholders of WEBCAPADES, INC., on February 3, 2005 in accordance with the provisions of the Florida Business Corporation Act.

CHERISH, INC., a North Carolina corporation      WEBCAPADES, INC., a Florida corporation

By: Scott P. Mitchell 2/3/05  
Scott P. Mitchell, President      Date

By: Scott P. Mitchell 2/3/05  
Scott P. Mitchell, President      Date

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## PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by WEBCAPADES, INC., a Florida corporation ("Surviving Corporation") and CHERISH, INC., a North Carolina corporation ("Merging Corporation"), for the purpose of merging Merging Corporation with and into Surviving Corporation pursuant to Section 607.1101 of the Florida Business Corporation Act and Section 55-11-01 of the North Carolina Business Corporation Act.

1. Merger. At the Effective Time (as defined herein), Merging Corporation will be merged with and into Surviving Corporation pursuant to and in accordance with the provisions of Section 607.1101 of the Florida Business Corporation Act and Section 55-11-01 of the North Carolina Business Corporation Act, in a transaction intended to qualify as a reorganization pursuant to Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Merger"). Upon the Merger becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the Merger becomes effective is hereinafter referred to as the "Effective Time."
2. Treatment of Shares.
  - 2.1 Merging Corporation. At the Effective Time, the capital stock of Merging Corporation issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party adopting this Plan, be cancelled. After the Effective Time, no shares of capital stock of Merging Corporation will be deemed outstanding.
  - 2.2 Surviving Corporation. After the Effective Time, each share of Surviving Corporation's currently issued and outstanding capital stock will remain outstanding and shall represent shares of issued and outstanding capital stock of the Surviving Corporation.
3. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until amended.
4. Bylaws. The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until amended.
5. Directors and Officers. The directors and officers of the Surviving Corporation shall continue in office until their successors shall have been duly elected and qualified.
6. Effective Time. The Merger shall be effective upon the filing of Articles of Merger in accordance with the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 55-11-05 of the North Carolina Business Corporation Act.