

P04000170421

Florida Department of State  
Division of Corporations  
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From: Account Name : CORPDIRECT AGENTS, INC.  
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000173.46823

MERGER OR SHARE EXCHANGE

WIKIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	3
Estimated Charge	\$78.75

RECEIVED  
06 JAN 17 AM 8:00  
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SECRETARY OF STATE  
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To: FL Dept. of State  
Subject: 00013.46823

From: Katie Wonsch

Tuesday, January 17, 2006 1:53 PM Page: 2 of 13

850-205-0381

1/13/2006

PAGE 001/001

Florida Dept of State



January 13, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

WIKIA, INC.  
3911 HARRISBURG ST. NE  
ST PETERSBURG, FL 33703US

SUBJECT: WIKIA, INC.  
REF: P04000170421

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

1/13

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith  
Document Specialist

FAX Aud. #: H06000010836  
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ARTICLES OF MERGER

OF

WIKIA, INC.  
(a Florida corporation)

WITH AND INTO

WIKIA, INC.  
(a Delaware corporation)

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
06 JAN 13 AM 8:23

Pursuant to the provisions of Section 607.1109 of the Florida Statutes (the "*Florida Statutes*"), Wikia, Inc., a Delaware corporation (the "*Surviving Corporation*"), with a principal business address of 200 Second Avenue South, Suite 306, Saint Petersburg, Florida 33701, and Wikia, Inc., a Florida corporation (the "*Company*"), with a principal business address of 200 Second Avenue South, Suite 306, Saint Petersburg, Florida 33701, hereby execute and adopt the following Articles of Merger and certify as follows:

1. Surviving Corporation and the Company are parties to an Agreement and Plan of Merger dated as of January 12, 2006 (the "*Merger Agreement*") which is attached hereto as Exhibit A.
2. The Merger Agreement has been approved, adopted, certified, executed and acknowledged by the Company in accordance with the applicable provisions of Chapter 607 of the Florida Statutes and provides for the merger of the Company with and into Surviving Corporation (the "*Merger*").
3. The Merger Agreement has been approved, adopted, certified, executed and acknowledged by Surviving Corporation in accordance with the applicable provisions of the Delaware General Corporation Law.
4. The effective date of the Merger shall be the date of filing of these Articles of Merger.
5. Surviving Corporation shall be the surviving corporation of the Merger. Its principal office in the state of Delaware is 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904.
6. Surviving Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Company.
7. Surviving Corporation has agreed to promptly pay to the dissenting shareholders of the Company, if any, the amount to which they are entitled under Section 607.1302 of the Florida Statutes.

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IN WITNESS WHEREOF, the parties have caused this Certificate of Merger to be executed as of January 12, 2006.

WIKIA, INC.  
a Delaware corporation

By:   
Jimmy D. Wales, Chief Executive Officer

WIKIA, INC.  
a Florida corporation

By:   
Jimmy D. Wales, Chief Executive Officer

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To: FL Dept. of State  
Subject: 000173.46823

From: Katie Wonsch

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER  
of  
WIKIA, INC.  
a Florida corporation,  
and  
WIKIA, INC.  
a Delaware corporation

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 12, 2006 (the "*Agreement*"), is entered into by and between Wikia, Inc., a Florida Corporation ("*Existing Corporation*"), whose principal address is 200 Second Street South, Suite 306, Saint Petersburg, Florida 33701, and Wikia, Inc., a Delaware corporation and wholly-owned subsidiary of the Existing Corporation ("*Surviving Corporation*"), whose principal address is 200 Second Street South, Suite 306, Saint Petersburg, Florida 33701. Existing Corporation and Surviving Corporation are sometimes referred to herein as the "*Constituent Entities*."

RECITALS

A. Existing Corporation is a corporation duly organized and existing under the laws of the Florida.

B. Surviving Corporation is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 20,000,000 shares of common stock, par value \$0.001 per share (the "*Surviving Common Stock*"). The Existing Corporation is the holder of all the issued and outstanding capital stock of the Surviving Corporation.

C. The Shareholders of Existing Corporation have determined that, for the purpose of effecting the reincorporation of Existing Corporation as a corporation organized and existing under the laws of the State of Delaware, it is advisable and in the best interests of Existing Corporation that Existing Corporation merge with and into Surviving Corporation upon the terms and conditions herein provided.

D. Pursuant to Section 252 of the Delaware General Corporation Law ("*DGCL*"), the board of directors of Surviving Corporation has approved this Agreement and the Merger (as defined in Section 1.1 hereof) by written consent. Pursuant to Section 607.1107 of the Florida Statutes (the "*Florida Statutes*"), the board of directors of Existing Corporation has approved this Agreement and the Merger by written consent.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Existing Corporation and Surviving Corporation hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. REINCORPORATION MERGER; EFFECT

1.1 Reincorporation Merger. In accordance with the provisions of this Agreement, the Florida Statutes and the DGCL, Existing Corporation shall be merged with and into Surviving Corporation (the "*Merger*"). the separate existence of Existing Corporation shall

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cease and Surviving Corporation shall be, and is herein sometimes referred to as, the "*Surviving Entity*," and the name of the Surviving Entity shall remain unchanged.

1.2 Filing and Effectiveness. The Merger shall become effective upon the completion of the following:

1.2.1 Executed Articles of Merger, in substantially the form of *Exhibit A* hereto, meeting the requirements of the Florida Statutes, shall have been filed with the Department of State of the State of Florida; and

1.2.2 An executed Certificate of Merger, in substantially the form of *Exhibit B* hereto, meeting the requirements of the DGCL, shall have been filed with the Secretary of State of the State of Delaware.

The date and time when the Merger shall become effective shall be referred to herein as the "*Effective Date of the Merger*" and shall be deemed to occur upon the latest effective date of the filings described in Sections 1.2.1 and 1.2.2 above.

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Existing Corporation shall cease and Surviving Corporation, as the Surviving Entity, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by it and by Existing Corporation, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Existing Corporation in the manner more fully set forth in Section 252 of the DGCL, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Existing Corporation as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Existing Corporation in the same manner as if Surviving Corporation had itself incurred them, all as more fully provided under the applicable provisions of the DGCL and the Florida Statutes.

## 2. CERTIFICATE OF INCORPORATION AND BYLAWS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Surviving Corporation as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Surviving Corporation as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

## 3. OFFICERS AND DIRECTORS OF SURVIVING CORPORATION

3.1 Officers. The officers of the Existing Corporation at the Effective Time of the Merger shall, from and after the Effective Time of the Merger, be the officers of the Surviving Entity, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal.

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3.2 Directors. The directors and the members of the various committees of the board of directors of the Existing Corporation at the Effective Time of the Merger shall, from and after the Effective Time of the Merger, be the directors and members of such committees of the Surviving Entity, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal.

#### 4. MANNER OF CONVERSION OF STOCK; ISSUANCE OF CERTIFICATES

4.1 Effect of Merger on Capital Stock. At the Effective Time of the Merger, as a result of the Merger and without any action on the part of the Existing Corporation, the Surviving Corporation or the shareholders of the Existing Corporation:

4.1.1 Each share of common stock, no par value per share, of the Existing Corporation (the "*Existing Common Stock*"), issued and outstanding immediately prior to the Effective Time of the Merger shall be converted (without the surrender of stock certificates or any other action) into One Hundred Thousand (100,000) fully paid and nonassessable shares of Surviving Common Stock, and all shares of Existing Common Stock shall be cancelled and retired and shall cease to exist.

4.1.2 Each share of Surviving Common Stock owned by the Existing Corporation shall no longer be outstanding and shall be cancelled and retired and shall cease to exist.

4.2 Issuance of Certificates. At and after the Effective Time of the Merger, all of the outstanding certificates which immediately prior thereto represented shares of Existing Corporation Common Stock, or options, warrants, purchase rights, units or other securities of the Existing Corporation shall be deemed for all purposes to evidence ownership of and to represent the shares of the Surviving Common Stock, or options, warrants, purchase rights, units or other securities of the Surviving Entity, as the case may be, into which the shares of Existing Common Stock, or options, warrants, purchase rights, units or other securities of the Existing Corporation represented by such certificates have been converted as herein provided and shall be so registered on the books and records of the Surviving Entity or its transfer agent. The registered owner of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to the Surviving Entity or its transfer agent, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividends and other distributions upon, the shares of Surviving Common Stock or options, warrants, purchase rights, units or other securities of the Surviving Entity, as the case may be, evidenced by such outstanding certificate, as above provided.

#### 5. GENERAL

5.1 Covenant of Surviving Corporation. Surviving Corporation covenants and agrees that it will, on or before the Effective Date of the Merger, take all such actions as may be required by applicable provisions of the DGCL and the Florida Statutes.

5.2 Further Assurance. From time to time, as and when required by Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Existing Corporation such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Surviving Entity, the title to and possession of all



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the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Existing Corporation and otherwise to carry out the purposes of this Agreement, and the board directors of Surviving Entity is fully authorized in the name and on behalf of Existing Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5.3 Abandonment. This Agreement may be terminated, and the Merger may be abandoned, at any time prior to the Effective Time of the Merger, whether before or after approval of this Agreement by the shareholders of the Existing Corporation, if the board of directors of the Existing Corporation determines for any reason, in its sole judgment and discretion, that the consummation of the Merger would be inadvisable or not in the best interests of the Existing Corporation and its shareholders. In the event of the termination and abandonment of this Agreement, this Agreement shall become null and void and have no effect, without any liability on the part of either the Existing Corporation, the Surviving Corporation, or any of their respective shareholders, directors or officers.

5.4 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, insofar as applicable, the merger provisions of the Florida Statutes.

5.5 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

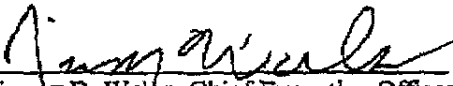
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IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by the written consent of the board of directors of Wikia, Inc., a Florida corporation, and by the written consent of the board of directors of Wikia, Inc., a Delaware corporation, is hereby executed on behalf of each of such Constituent Entities and attested to by their duly authorized representatives.

WIKIA, INC.  
a Florida corporation

By:   
~~Jimmy D. Wales~~, Chief Executive Officer

WIKIA, INC.  
a Delaware corporation

By:   
~~Jimmy D. Wales~~, Chief Executive Officer

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EXHIBIT B

CERTIFICATE OF MERGER

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CERTIFICATE OF MERGER

OF

WIKIA, INC.  
(a Florida corporation)

WITH AND INTO

WIKIA, INC.  
(a Delaware corporation)

Pursuant to the provisions of Section 252(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Wikia, Inc., a Delaware corporation (the "*Delaware Corp.*"), and Wikia, Inc., a Florida corporation (the "*Company*"), hereby execute and adopt the following Certificate of Merger and certify as follows:

1. Delaware Corp. and the Company are parties to an Agreement and Plan of Merger dated as of January 12, 2006 (the "*Merger Agreement*"). Delaware Corp. is a Delaware corporation, and the Company is a Florida corporation.

2. The Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of Delaware Corp. and the Company in accordance with the provisions of Section 252(c) of the DGCL and provides for the merger of the Company with and into Delaware Corp. (the "*Merger*"). Delaware Corp. shall be the surviving corporation of the Merger and the name of Delaware Corp. following the Merger shall be "Wikia, Inc."

3. An executed copy of the Merger Agreement is on file at the principal place of business of Delaware Corp. which address is:

200 Second Avenue South, Suite 306  
Saint Petersburg, Florida 33701

4. Following the Merger, a copy of the Merger Agreement will be furnished by Delaware Corp., on request and without cost, to any stockholder of Delaware Corp. or the Company.

5. No amendments or changes to the Certificate of Incorporation of Delaware Corp. shall be effected as a result of the Merger.

6. The Company's authorized capital stock consists of 10,000 shares of common stock, no par value per share.

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IN WITNESS WHEREOF, the parties have caused this Certificate of Merger to be executed as of January 12, 2006.

WIKIA, INC.  
a Delaware corporation

By:   
Jimmy D. Wales, Chief Executive Officer

WIKIA, INC.  
a Florida corporation

By:   
Jimmy D. Wales, Chief Executive Officer

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