

From:

Division of Corporations

10/10/2006 11:34 AM P. 101/005

Page 1 of 1

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.

((H06000248450 3)))



H060002484503ABC\$

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

RECEIVED

06 OCT 10 AM 8:00

DIVISION OF CORPORATIONS

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.

Account Number : I20000000088

Phone : (800)221-0102

Fax Number : (212)564-6083

MERGER OR SHARE EXCHANGE

GolfCar Network, Inc. (DEL CORP)

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

FILED
06 OCT 10 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

2006-10-10 11:34 AM

10/10/2006

Merger

From:

10/10/2006 15:28 #040-P.002/005

FILED
OCT 10 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

((H06000248450 3)))

**ARTICLES OF MERGER
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1005, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
GolfCar Network, Inc.	Delaware	

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
GolfCar Network, Inc.	Florida	

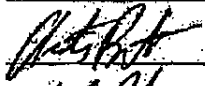
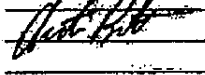
Third: The Plan of Merger is attached.

Fourth: The merger shall be effective on the date the Certificate of Merger is filed with the Secretary of State of Delaware.

Fifth: Adoption of Merger by surviving corporation - The Plan of Merger was adopted by the Board of Directors of the surviving corporation October 5th, 2006 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation - The Plan of Merger was adopted by a majority of the holders of all of the issued and outstanding shares of capital stock of by written consent on October 5th, 2006.

Seventh: Signatures for each corporation

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual and Title</u>
GolfCar Network, Inc.		Anthony Bonito, Chief Executive Officer
GolfCar Network, Inc.		Anthony Bonito, Chief Executive Officer

((H06000248450 3)))

(((H06000248450 3)))

PLAN OF MERGER
(Merger of subsidiary corporation(s))

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

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
GolfCar Network, Inc. ("GolfCar FL")	Florida

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
GolfCar Network, Inc. ("GolfCar DE")	Delaware

The manner and basis of converting the shares of the parent into shares, obligations, or other securities of the subsidiary, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares or 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:

- (a) Each share of common stock of GolfCar DE, which shall be issued and outstanding on the effective date of this Agreement, shall be cancelled upon the filing of the Certificate of Merger with the Secretary of State of Delaware.
- (b) Each share of common stock of GolfCar FL, which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted into one (1) share of common stock of GolfCar DE. All of the shares of common stock of GolfCar DE, that shall be held in the treasury of GolfCar DE, shall cease to exist and any certificates representing such shares shall be cancelled.
- (c) Each stock option of GolfCar FL which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted into a stock option of GolfCar DE.
- (d) After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of GolfCar FL shall surrender the same to GolfCar DE and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of GolfCar DE on the basis provided herein. Until so surrendered, the outstanding shares of the common stock of GolfCar FL to be converted into the stock of GolfCar DE as provided herein shall be treated by GolfCar DE for all

((H06000248450 3)))

corporate purposes as evidencing the ownership of shares of GolfCar DE as though said surrender and exchange has taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of GolfCar FL shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of GolfCar DE on the basis provided herein.

(e) After the effective date of this merger, each holder of a stock option representing options of GolfCar FL shall surrender the same to GolfCar DE and each such holder shall be entitled upon such surrender to receive the number of options of GolfCar DE on the basis provided herein. Until so surrendered, the outstanding stock options of GolfCar FL to be converted into the options of GolfCar DE as provided herein, shall be treated by GolfCar DE for all corporate purposes as evidencing the ownership of options of GolfCar DE as though said surrender and exchange has taken place.

The terms and conditions of the merger are as follows:

(a) The bylaws of GolfCar DE as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of GolfCar DE shall continue in office until the next annual meeting of directors and stockholders and until their successors are selected.

(c) The merger shall become effective upon filing of the Certificate of Merger with the Secretary of State of Delaware.

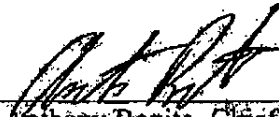
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of GolfCar FL, shall be transferred to, vested in, and devolved upon GolfCar DE without further act or deed and all property, rights, and every other interest of GolfCar FL, shall be as effectively the property of GolfCar DE as they were of GolfCar FL. GolfCar FL hereby agrees from time to time, as and when requested by GolfCar DE or by its successors or assigns, to execute and deliver or cause to be taken such further or other action as GolfCar DE may deem necessary or desirable in order to vest in and confirm to GolfCar DE title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of GolfCar FL, and the proper officers and directors of GolfCar DE are fully authorized in the name of GolfCar FL, or otherwise to take such action.

((H06000248450 3)))

((H06000248450 3)))

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement to be executed by the Chief Executive Officer and attested by the President and Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, on this 5th day of October 2006.

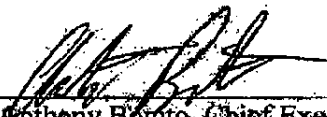
GOLFCAR NETWORK, INC., a Florida corporation

By: 
Anthony Bonito, Chief Executive Officer

ATTEST:

By: 
John Castellano, President
and Secretary

GOLFCAR NETWORK, INC., a Florida corporation

By: 
Anthony Bonito, Chief Executive Officer

ATTEST:

By: 
John Castellano, President
and Secretary

((H06000248450 3)))