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CAPITAL CONNECTION

NO. 824

P. 1

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**MERGER OR SHARE EXCHANGE**

**MAXPLANET CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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ARTICLES OF MERGER

MAXPLANET CORP. (a Florida corporation)

Into

YOUTH ENHANCEMENT SYSTEMS, INC. (a Florida corporation)

The undersigned, in their capacities as President and Secretary, respectively, of YOUTH ENHANCEMENT SYSTEMS, INC. (a Florida corporation (hereinafter sometimes referred to as "Youth Enhancement" or "Dissolved Corporation"), MAXPLANET CORP., a Florida corporation (hereinafter sometimes referred to as "Survivor") in order to consummate the merger of Youth Enhancement with and into MaxPlanet hereby attest and certify as follows:

I. The names and states of incorporation of the two corporations to the merger are specified above. Survivor was incorporated in the State of Florida on May 23, 2006.

II. Pursuant to these Articles of Merger, Youth Enhancement is hereby merged with and into MaxPlanet, and MaxPlanet is the surviving corporation MaxPlanet, being dissolved and the name of MaxPlanet Corp. being changed to Youth Enhancement Systems, Inc.

III. The Articles of Incorporation of MaxPlanet shall be the Articles of Incorporation of Survivor.

IV. The Plan of Merger of the corporations was adopted by each corporation on May 31, 2006, in accordance with all relevant provisions of Section 607.1105 of the Florida Business Corporation Act and all relevant provisions of the Florida Revised Statutes. The terms and conditions of the merger are set forth in the Plan of Merger between MaxPlanet and Youth Enhancement ("Plan of Merger"), a complete signed copy of the Plan of Merger is on file at 1224 Washington Ave., Miami Beach, FL 33139, Survivor's registered office.

V. The Plan of Merger of the corporations provides that Youth Enhancement shall be merged with and into MaxPlanet, and that the manner and basis of converting the issued shares of Youth Enhancement into shares of MaxPlanet shall be as follows:

(a) Each share of common stock of YOUTH ENHANCEMENT issued and outstanding shall be deemed to be automatically converted into and become a right to receive One (1) shares of common stock of SURVIVOR after a 100:1 reverse stock split is effected in MaxPlanet.

(b) Holders of YOUTH ENHANCEMENT certificates issued prior to the merger shall not be required to surrender such certificates for conversion into certificates reflecting SURVIVOR'S name, but may do so to SURVIVOR'S duly appointed transfer agent, which shall, in the ordinary course of its business (and provided that its regular and usual requirements regarding negotiability and payment of its fees are met) reissue certificates representing the number of shares in SURVIVOR to which said holders may be entitled as provided above.

(c) The name of the SURVIVOR shall be Youth Enhancement Systems, Inc.

VI. The principal business office of Survivor is located 1224 Washington Ave.

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Miami Beach, Fl. 33139, and a complete copy of the executed agreement of merger is on file at said office. A copy of the Plan of Merger will be furnished by Survivor, on request, and without cost, to any stockholder of either corporation that is a party to the merger.

VII. The Plan of Merger was adopted by the directors of each corporation on May 25, 2006. The Plan of Merger was submitted to and approved by the majority of shareholders of Youth Enhancement, having 31,979,261 shares of common stock outstanding and entitled to vote, 38,192,500 of which were represented at the meeting to approve the Plan of Merger, and 38,192,500 of which shares were voted in favor of the Plan of Merger. The number of shares voted in favor of the Plan of Merger by the stockholders was sufficient for approval by said stockholders of Youth Enhancement. The Plan of Merger was submitted to and approved by the majority of shareholders of MaxPlanet, having 42,366,576 shares of common stock outstanding and entitled to vote 24,000,000 of which were represented at the meeting to approve the Plan of Merger, and 24,000,000 of which shares were voted in favor of the Plan of Merger. The number of shares voted in favor of the Plan of Merger by the stockholders was sufficient for approval by said stockholders of MaxPlanet.

These articles shall be executed on behalf of each corporation and each shall comply with the filing and recording requirements in accordance with all relevant provisions of Section 607.1105 of the Florida Business Corporation Act and all relevant provisions of the Florida Revised Statutes. The effective date shall be the date of filing.

IN WITNESS WHEREOF, the undersigned officers of Youth Enhancement Systems, Inc. and MaxPlanet Corp. have set their hands this 31<sup>ST</sup> day of May, 2006.

YOUTH ENHANCEMENT SYSTEMS, INC.

By:

Kevin Sepe, President

MAXPLANET CORP., INC.

By:

Name: Thomas F. Plesman  
President and Secretary

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