

FROM

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**Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

My Team Zone, Inc.

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FROM

(TUE) 8. 21, '07 11:50/ST. 11:49/NO. 486233864 P 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

FOR

FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the Florida Limited Liability Company Act

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Section 608.4382 of the Florida Statutes.

FIRST: The exact names, form/entity types, and jurisdictions for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LOT-19648 MYTEAMZONE.COM LLC	Florida	Limited Liability Company

SECOND: The exact names, form/entity types, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
P07-16608 MY TEAM ZONE, INC.	Florida	Profit Corporation

THIRD: The attached Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each domestic limited liability company and domestic profit corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

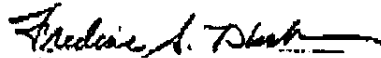

FOURTH: That the merger shall become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Florida.

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FIETH: Signatures for each party:IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 20th day of August, 2007.

Name of Entity/Organization	Signature	Typed or Printed Name of Individual
MYTEAMZONE.COM LLC		<u>FREDONIA S. BLACKBURN</u>
MY TEAM ZONE, INC.		<u>FREDONIA S. BLACKBURN</u>

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made and entered into as of this 20th day of August, 2007, by and between MYTEAMZONE.COM LLC, a Florida limited liability company (the "**LLC**") and MY TEAM ZONE, INC., a Florida profit corporation (the "**SURVIVING ENTITY**") (the LLC and SURVIVING ENTITY are sometimes referred to herein as the "**CONSTITUENT ENTITIES**").

WITNESSETH:

WHEREAS, the SURVIVING ENTITY is a profit corporation duly organized under the laws of the State of Florida;

WHEREAS, the LLC is a limited liability company duly organized under the laws of the State of Florida;

WHEREAS, the Shareholders and Board of Directors of the SURVIVING ENTITY and the managers and Members of the LLC deem it advisable for the general welfare of the CONSTITUENT ENTITIES and their respective Shareholders and Members that the LLC be merged with and into the SURVIVING ENTITY, with the SURVIVING ENTITY surviving the merger;

NOW, THEREFORE, the Constituent Entities hereby agree that the LLC shall be merged with and into the SURVIVING ENTITY in accordance with applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger:

ARTICLE I**The Constituent Entities**

The names of the CONSTITUENT ENTITIES to the merger are MYTEAMZONE.COM LLC, a Florida limited liability company (Document No. L07000019648) and MY TEAM ZONE, INC., a Florida profit corporation (Document No. P07000016608).

ARTICLE II**The Merger**

On the Effective Date (as hereinafter defined) the LLC shall be merged with and into the SURVIVING ENTITY (the "**Merger**"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the applicable provisions of Chapters 607 and 608 of the *Florida Statutes*.

ARTICLE III**Effect of Merger**

From and after the consummation of the Merger, the Constituent Entities shall be a single entity which shall be the SURVIVING ENTITY. From and after such consummation, the separate existence of the LLC shall cease, while the corporate existence of the SURVIVING ENTITY shall continue unaffected and unimpaired. The SURVIVING ENTITY shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a

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corporation organized under the laws of the State of Florida. The SURVIVING ENTITY shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Entities. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Entities shall be taken and deemed to be transferred to and vested in the SURVIVING ENTITY without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Entities, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING ENTITY shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against any of the Constituent Entities may be prosecuted as if such Merger had not taken place, or the SURVIVING ENTITY may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by such Merger.

ARTICLE IV

Articles of Incorporation and Bylaws; Board of Directors; Officers of Surviving Entity

The Articles of Incorporation and Bylaws of the SURVIVING ENTITY shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

The existing Board of Directors of the SURVIVING ENTITY immediately prior to giving effect to the Merger shall be the persons who shall serve as the members of the Board of Directors of the SURVIVING ENTITY following the Merger.

The existing corporate officers of the SURVIVING ENTITY immediately prior to giving effect to the Merger shall be the persons who shall serve as the corporate officers of the SURVIVING ENTITY following the Merger.

ARTICLE V

Treatment of Ownership Interests of Constituent Entities

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the current membership interests held by the Members of the LLC and the shares of Common Stock held by the Shareholders of the SURVIVING ENTITY shall be treated in the following manner:

5.1 Each share of the Common Stock of the SURVIVING CORPORATION issued and outstanding immediately prior to the filing of the Certificate of Merger in accordance with the provisions hereof, shall remain unchanged by virtue of the Merger.

5.2 Each membership unit certificate evidencing an ownership interest in the LLC issued and outstanding immediately prior to the filing of the Certificate of Merger in accordance with the provisions hereof, shall be surrendered to the SURVIVING ENTITY and, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled, and each membership unit evidenced by certificates so surrendered shall be exchanged, on a one-for-one basis, for one share of Common Stock of the SURVIVING ENTITY for each membership unit then

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issued and outstanding. No cash or other property, other than the shares of common stock described above, shall be issued in respect thereof.

ARTICLE VI

Surrender of Certificates

Each holder of an outstanding certificate or certificates which represent ownership interests in the LLC immediately prior to the Merger shall surrender such certificate or certificates for cancellation pursuant to this Agreement and Plan of Merger.

ARTICLE VII

Further Assurance

If at any time after the Effective Date the SURVIVING ENTITY shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING ENTITY, according to the terms hereof, the title to any property or rights of the LLC, the Board of Directors of the SURVIVING ENTITY shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING ENTITY, and otherwise to carry out the purposes of this Plan of Merger.

ARTICLE VIII

Approval by Constituent Entities

This Plan of Merger shall be approved by the Members of the LLC, as required under the laws of the State of Florida, and by the Shareholders and Board of Directors of the SURVIVING ENTITY, as required under the laws of the State of Florida. Upon adoption by the Shareholders and Board of Directors of the SURVIVING ENTITY and by the requisite vote of the Members of the LLC, then, a Certificate of Merger meeting the requirements of Florida Law shall be filed immediately in the appropriate office in Florida.

ARTICLE IX

Effective Date

The merger of the LLC into the SURVIVING ENTITY shall become effective upon the filing of a Certificate of Merger in the office of the Florida Secretary of State (the "Effective Date").

ARTICLE X

Termination

Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated and abandoned by the Members and/or Board of Directors of any of the CONSTITUENT ENTITIES at any time prior to the filing of the Certificate of Merger.

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ARTICLE XI
Counterparts

This Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

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IN WITNESS WHEREOF, each of the parties to this Plan of Merger has caused this Plan of Merger to be executed by its duly authorized representative on this day and year above written.

THE SURVIVING ENTITY:

MY TEAM ZONE, INC.
a Florida corporation

By: Fredrick S. Blackburn
Name: FREDRICK S. BLACKBURN
Title: PRESIDENT

THE LLC:

MYTEAMZONE.COM LLC, a Florida limited liability company

By: Fredrick S. Blackburn
Name: FREDRICK S. BLACKBURN
Title: MANAGING MEMBER

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