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Florida Department of State
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RESUBMIT
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
INFINITE CONFERENCING, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06-7 |
| Estimated Charge | \$96.25 |

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April 30, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

INFINITE CONFERENCING, INC.
1291 SW 29 AVE.
POMPANO BEACH, FL 33069

SUBJECT: INFINITE CONFERENCING, INC.
REF: P07000032672

RESUBMIT
Please give original
submission date as file date.

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.

In article eight you refer to the surviving entity as a Georgia and the survivor is a Florida corporation.

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) 245-6020.

Tammi Cline
Document Specialist

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**CERTIFICATE OF MERGER
OF
INFINITE CONFERENCING, LLC
WITH AND INTO
INFINITE CONFERENCING, INC.**

857-32672

Pursuant to Section 14-11-901 of the Official Code of Georgia ("O.C.G.A.") and Section 607.1109 of the Florida Business Corporation Act ("F.B.C.A."), the undersigned corporations file this Certificate of Merger and DO HEREBY CERTIFY that:

FIRST: The name, state of formation, and state filing number of each of the constituent corporations of the merger is as follows:

(a) Infinite Conferencing, LLC, a Georgia corporation, bearing File Number 0102865 (the "Company"), will be merged with and into:

(b) Infinite Conferencing, Inc., a Florida corporation, bearing File Number P07000032672 (the "Surviving Corporation").

SECOND: The attached plan of merger was approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of O.C.G.A. § 14-11-903 and F.B.C.A. 607.1105.

THIRD: The name of the surviving corporation of the merger is Infinite Conferencing, Inc., which will continue its existence as the Surviving Corporation under its present name upon the effective time of this merger.

FOURTH: The Certificate of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the effective time, shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation immediately after the effective time and shall thereafter continue to be its Certificate of Incorporation and Bylaws until amended and provided therein and pursuant to the provisions of the Florida Business Corporation Act.

FIFTH: At the effective time, by virtue of the Merger and without any action on the part of the constituent corporations, their members, partners, or shareholders, all of the membership interests of the Company (the "Company Interests") issued and outstanding immediately prior to the effective time shall automatically be canceled and extinguished and converted into and become a right to receive the Merger Consideration as set forth in the Merger Agreement, including certain restricted shares (the "Merger Shares") of common stock, par value \$.0001 per share, of Onstream Corporation, a Florida corporation (the "Onstream Common Stock"), the number of which shall be determined in accordance with the Merger Agreement. The number of Merger Shares shall be adjusted to reflect fully the effect of any stock split, reverse split, stock dividend (including any dividend or distribution of securities convertible into Onstream Common Stock), reorganization, recapitalization or other like change with respect to Onstream Common Stock occurring after the commencement of the Pricing

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Period (as defined in the Merger Agreement). Each Company option or warrant issued and outstanding immediately prior to the effective time shall be cancelled and none shall be outstanding prior to the effective time. Each share of common stock of Surviving Corporation issued and outstanding immediately prior to effective time shall remain outstanding.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of such Surviving Corporation is 1291 SW 29th Avenue, Pompano Beach, FL 33069.

SEVENTH: A copy of the Merger Agreement will be furnished on request and without cost to any stockholder, member, or partner of any constituent corporation.

EIGHTH: The Merger Agreement between the constituent corporations provides that this merger shall be effective at such time as such Certificate of Merger is duly filed with the Secretary of States of Georgia and Florida.

Dated this 26th day of April, 2007

INFINITE CONFERENCING, LLC,
a Georgia limited liability company

By: W. Keith Maddox
W. Keith Maddox, CEO

INFINITE CONFERENCING, INC.,
a Florida corporation

By: Randy S. Sciman
Randy S. Sciman, President

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|------------------------------------|---------------------|---------------------------|
| Infinite Conferencing, LLC ("LLC") | Georgia | Limited Liability Company |
| Infinite Conferencing, Inc. | Florida | Corporation |

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---|---------------------|-------------------------|
| Infinite Conferencing, Inc. ("Company") | Florida | Corporation |

THIRD: The terms and conditions of the merger are as follows (capitalized terms are the same as defined in the Merger Agreement):

The LLC shall be merged with and into the Company, the separate existence of the LLC (except as such existence may be continued by operation of law) shall cease, and the Company shall continue as the surviving corporation under the corporate name it possesses immediately prior to the Effective Time. The Certificate of Incorporation and Bylaws of the Company, as in effect immediately prior to the effective time, shall be the Certificate of Incorporation and Bylaws of the Company immediately after the Effective Time and shall thereafter continue to be its Certificate of Incorporation and Bylaws until amended and provided therein and pursuant to the provisions of the Florida Business Corporation Act.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

1. Conversion of Securities; Merger Consideration. At the Effective Time, by virtue of the Merger and without any action on the part of the Merger Sub, the Company or the holders of any of the following securities:

(a) All of the Membership Interests of the Company (the "Company Interests") issued and outstanding immediately prior to the Effective Time shall automatically be canceled and extinguished and converted into and become a right to receive the Merger Consideration.

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(b) The Merger Consideration shall consist of a cash payment and a certain number of restricted shares (the "Merger Shares") of common stock, par value \$.0001 per share, of Onstream (the "Onstream Common Stock"), the number of which shall be determined in accordance with terms of the Merger Agreement.

(c) The number of Merger Shares shall be adjusted to reflect fully the effect of any stock split, reverse split, stock dividend (including any dividend or distribution of securities convertible into Onstream Common Stock), reorganization, recapitalization or other like change with respect to Onstream Common Stock occurring after the commencement of the Pricing Period (as defined below).

(d) Each Company option or warrant issued outstanding immediately prior to the Effective Time shall be cancelled and none shall be outstanding prior to the Effective Time.

(e) Each share of common stock of Merger Sub issued and outstanding immediately prior to Effective Time shall remain outstanding.

2. Number and Issue Price of Merger Shares. The number of Merger Shares that will be issued and the issue price (the "Issue Price") shall be determined based on the average closing price of Onstream's Common Stock on the NASDAQ Capital Market for the thirty (30) trading days (the "Pricing Period") immediately preceding the date of the public announcement by Onstream of this Agreement or any of the transactions contemplated hereby.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows: N/A

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows: N/A

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows: N/A

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: N/A

EIGHTH: Other provisions, if any, relating to the merger are as follows: N/A

1. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of such Surviving Corporation is 1291 SW 29th Avenue, Pompano Beach, FL 33069.

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2. A copy of the Merger Agreement will be furnished on request and without cost to any stockholder, member, or partner of any constituent corporation.

3. The Secretary of the State of Georgia is appointed as agent of the Surviving Corporation on whom process in the State of Georgia in any action, suit, or proceeding for the enforcement of an obligation of the Company may be served. The address to which a copy of the process is to be mailed is Infinite Conferencing, Inc., Attn: Corporate Secretary, 1291 S.W. 29th Avenue, Pompano Beach, FL 33069.

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