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DIVISION OF CORPORATIONS

CAPITAL CONNECTION

NO. 4682 P.P. 1/9/08

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Florida Department of State  
Division of Corporations  
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Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : Y20000000257  
Phone : (850) 224-8870  
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MERGER OR SHARE EXCHANGE

OMNINET MEDIA.COM, INC.

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CAPITAL CONNECTION

PAGE 001/001

Florida NO. 4662. oP. 2/9.te



February 14, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AQUAGOLD USA INC.  
28015 SMYTH DRIVE  
VALENCIA, CA 91355

SUBJECT: AQUAGOLD USA INC.  
REF: P07000122314

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Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H08000039333  
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TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION

PAGE 001/001

Florida NO. 4636 o/p. 2ate



February 14, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AQUAGOLD USA INC.  
28015 SMYTH DRIVE  
VALENCIA, CA 91355

SUBJECT: AQUAGOLD USA INC.  
REF: P07000122314

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Darlene Connell  
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FAX Aud. #: H08000039333  
Letter Number: 608A00009721

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
OMNINET MEDIA.COM, INC.	Nevada	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
AQUAGOLD USA, INC.	Florida	P0700012231

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 TALLAHASSEE, FLORIDA

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR        /        /        (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
 The Plan of Merger was adopted by the shareholders of the surviving corporation on December 21, 2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 26, 2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

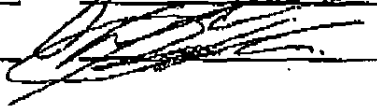
Typed or Printed Name of Individual & Title

Omninet Media.com, Inc.



JESSE RODRIGUEZ

Aquagold USA Inc.



PRESIDENT MANUEL 51015


AGREEMENT AND PLAN OF MERGER  
of  
AQUAGOLD USA, INC. (a Florida corporation)

With and Into

OMNINET MEDIA.COM, INC. (a Nevada corporation)

AGREEMENT AND PLAN OF MERGER, entered into as a replacement of the agreement and plan of merger entered into as of October 27, 2007, by and between OMNINET MEDIA.COM, INC., a Nevada corporation (hereinafter called "ONMC"), and a majority of Directors thereof and AQUAGOLD INTERNATIONAL, INC., a Province of Quebec corporation and a majority of the Directors thereof.

This agreement and plan of merger is by and between OMNINET MEDIA.COM, INC., a Nevada corporation (hereinafter called "ONMC"), and a majority of Directors thereof and AQUAGOLD USA, INC., a Florida corporation (hereinafter called "AQUAGOLD") and a majority of the Directors thereof.

WITNESSETH:

WHEREAS, ONMC is a corporation duly organized and existing under the laws of the State of Nevada;

WHEREAS, ONMC's authorized capital stock consists of 1,000,000,000 shares of Common Stock, with a par value of \$0.001 per share ("OMNINET COMMON STOCK"), of which 218,000,000 are issued and outstanding;

WHEREAS, AQUAGOLD is a corporation duly organized and existing under the laws of the State of Florida, and having authorized capital stock of 1,600 shares of Common Stock, 1,600 of which shares of Common Stock are issued and outstanding; and

WHEREAS, the Board of Directors of ONMC and AQUAGOLD (such corporations being hereinafter sometimes collectively called the "constituent corporations") by at least a majority vote of each thereof, deem it advisable and for the benefit of their respective constituent corporations that AQUAGOLD be merged into ONMC under the terms and conditions hereinafter set forth, and said Boards of Directors have approved this Agreement and Plan of Merger (hereinafter called "this Agreement");

NOW, THEREFORE, ONMC and AQUAGOLD having agreed that, pursuant to the applicable statutes of Texas and Florida and subject to the conditions hereinafter set forth, AQUAGOLD shall be merged into ONMC, which shall be the surviving corporation, and that the plan, terms, and conditions of such merger (hereinafter called the "merger") shall be as follows:

ARTICLE I  
Transfers

At the time of the merger, as defined in Article V hereof, AQUAGOLD shall be merged into ONMC and the separate existence of AQUAGOLD shall cease (except insofar as it may be continued by statute or in order to carry out the purposes of this Agreement) and ONMC, as the surviving corporation, shall continue to exist by virtue of and shall be governed by the laws of Nevada with its present name.

At the time of the merger ONMC shall, without further act or deed, own and possess all the property of every description, real, personal, and mixed, of AQUAGOLD, as provided by the Business Corporation Act of the State of Nevada and the controlling laws of the State of Florida. Also as provided by those laws, all rights of creditors and of any persons dealing with the constituent corporations and all liens upon any property of the constituent corporations shall be preserved unimpaired by the merger, and all debts, liabilities, obligations, and duties of AQUAGOLD shall thenceforth attach to ONMC and may be enforced against it to the same extent as if the same had been incurred by it.

*[Handwritten initials: "P. 5/9" and "DS"]*

## ARTICLE II

### Conversion of Shares

The manner and basis of converting the shares of AQUAGOLD into shares of the surviving corporation at the time of the merger, including shares of AQUAGOLD Common Stock issuable upon conversion or exercise of debentures, warrants, options, plans, and agreements presently outstanding, shall be as follows:

(a) Each outstanding share of AQUAGOLD Common Stock shall be converted into and become one thousand shares of Common Stock, par value \$0.0001 per share, of ONMC.

(b) Each outstanding privilege or right to purchase one share of AQUAGOLD Common Stock shall, after the time of the merger, represent the right to purchase 10,000 shares of ONMC Common Stock. The exercise price of each such privilege or right shall remain unchanged by reason of the merger.

(c) After the merger each outstanding certificate representing shares of AQUAGOLD Common Stock shall automatically be deemed to represent 10,000 shares of ONMC Common Stock and each holder of such shares need not, but may, surrender the same to the surviving corporation in exchange for one or more certificates representing the number of shares of ONMC Common Stock into which such shares of AQUAGOLD Common Stock shall have been converted.

(d) No fractional shares of ONMC Common Stock will be issued in connection with the Merger. Holders of Common Stock of AQUAGOLD who would be eligible to receive fractional shares of ONMC Common Stock shall have such shares rounded up to the next nearest whole share of ONMC Common Stock.

## ARTICLE III

### Board of Directors

1. The number of Directors of ONMC upon the merger becoming effective shall be not more than six. The names of such Directors, to serve until the next annual meeting of ONMC to be held after the time of merger, shall be as follows:

- |                         |                         |
|-------------------------|-------------------------|
| 1. Manuel DaSilva       | 2. Daniel Sauve         |
| 3. Marc-Olivier Hassoun | 4. Dr. Paul A. Tellefer |
| 5. York T. Tang         |                         |

2. If, at the time of merger, a vacancy shall exist in the Board of Directors of ONMC, as set forth above, by reason of the death or inability to act of any such Director, such vacancy shall be filled in the manner provided in the Bylaws of ONMC.

3. The officers of AQUAGOLD at the time of merger shall be the officers of ONMC after the merger, to hold office in accordance with the Bylaws of ONMC.

4. The Articles of Incorporation and Bylaws of ONMC shall continue to be the Articles of Incorporation and Bylaws of ONMC after the merger, until the same shall be altered or amended.

## ARTICLE IV

### Shareholder Vote

As soon as practicable, ONMC shall hold a meeting of its stockholders for the purpose of considering and acting upon this Agreement and any other matters necessary and proper to carry out the transactions contemplated by this Agreement. If after voting at such meeting (including adjourned sessions) less than a majority of the shares of ONMC Common Stock entitled to be voted thereon have been effectively voted in the affirmative for this Agreement and for such other matters, if any, all in the manner satisfactory to such constituent corporations, this Agreement shall cease to be binding on either ONMC or AQUAGOLD.

bat  
D.S.

**ARTICLE V**  
**Effectuation of Merger**

Subject to the provisions hereof, as soon as practicable after the adoption of this Agreement and the other shareholder action contemplated by Article IV hereof, the further procedures to effectuate the merger, specified by the Business Corporation Act of the State of Nevada and the controlling laws of the State of Florida, to make the merger effective under Nevada and Florida law shall be carried out and the merger shall become effective at, and the "time of merger," shall mean for the purposes of this agreement, the time when all procedures required to make the merger effective shall have been completed.

**ARTICLE VI**  
**Abandonment**

This Agreement may be abandoned by appropriate mutual action taken by the Boards of Directors of the constituent corporations at any time prior to the time of the merger.

**ARTICLE VII**  
**Plan of Reorganization**

This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

**ARTICLE VIII**  
**Listing of Shares**

As promptly as practicable, but in no event later than the time of merger, AQUAGOLD shall cause all shares of its Common Stock which will be outstanding when the merger becomes effective, and all shares of its Common Stock which may be issued thereafter pursuant to ONMC's conversion, warrant, option, or purchase privileges and rights presently outstanding, to be listed, subject to notice of issuance, on the American Stock Exchange and registered under the Securities Exchange Act of 1934.

**ARTICLE IX**  
**Rights of Others**

Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended, or shall be construed, to confer upon or to give any person, firm, or corporation, other than ONMC and AQUAGOLD and their respective security holders, any rights or remedies under or by reason of this Agreement.

**ARTICLE X**  
**Further Action**

From time to time as and when requested by AQUAGOLD, or by its successors or assigns, ONMC shall execute and deliver such documents and other instruments, and take or cause to be taken such further action, as shall be necessary to vest or perfect in or to confirm of record or otherwise to AQUAGOLD title to, and possession of, all the properties, interests, rights, privileges, powers, and franchises of ONMC or otherwise to carry out the purposes of this Agreement.

**ARTICLE XI**  
**Amendments**

At any time before the Effective Time, this Merger Agreement may be amended, modified or supplemented by the Boards of Directors of the Constituent Corporations, notwithstanding approval of this Merger Agreement by the stockholders of the Constituent Corporations; provided, however, that any amendment made subsequent to the adoption of this Merger Agreement by the Board of Directors of ONMC or AQUAGOLD shall not: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or upon conversion of any shares of Common Stock of AQUAGOLD; (ii) alter or change of any of the terms of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or (iii) alter or change any of the terms or conditions of this Merger Agreement if such alteration or change would adversely effect the holders of any shares of Common Stock of ONMC or AQUAGOLD.

Bar  
D.S.

## ARTICLE XI

## Tax Free Reorganization

The Merger is intended to be a tax-free plan of reorganization within the meaning of Section 368(a)(1)(F) of the Code.

## ARTICLE XII

## Governing Law

This Merger Agreement shall be governed by and construed under the Internal laws of the State of Nevada, without reference to the principles of conflicts of law or choice of laws, except to the extent that the laws of the Province of Quebec, Canada would apply in matters relating to the internal affairs of ONMC and the Merger.

## ARTICLE XIII

## Counterparts

This Agreement may be executed in one or more counterparts, and each such counterpart shall, for all purposes, be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, this AGREEMENT AND PLAN OF MERGER has been signed by each of the constituent and surviving corporations and by at least a majority of the Directors of each thereof, and each of said corporations has caused its corporate seal to be hereunto affixed and attested by its respective secretary or an assistant secretary, all as of the date first above written.

AQUAGOLD USA, INC.

By: 

Paul A. Taillefer, Chairman

By: 

Daniel Sauvé, Secretary

OMNINET MEDIA.COM, INC.

By: 

Jesse Rodriguez, Chairman

By: 

Jesse Rodriguez, Secretary

H08 FEB. 18. 2008 9:56AM

CAPITAL CONNECTION  
CONSENT TO ACT AS DIRECTOR AND OFFICER

NO. 4662 P. 9/9

TO: OMNINET MEDIA CORPORATION (the "Corporation")

1. I hereby consent to act as Secretary and a director of the Corporation.

2. I hereby confirm that as of this date, I am not disqualified from acting as an officer or as a director pursuant to the laws of the State of Nevada. This consent shall be effective as of this date and shall remain effective until revoked by notice in writing to the Corporation at its registered office.

This consent may be sent by electronic facsimile transmission and shall be deemed to be an original.

DATED as of the 15 day of December 2007.

  
Daniel SAUVE

DR