

P15000031552

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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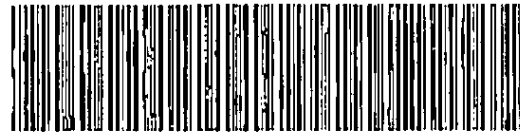
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: BIGMANSLAND, INC.

Name of Surviving Corporation

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The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael Karsch

Contact Person

Rice Pugatch Robinson Storfer & Cohen, PLLC

Firm/Company

101 NE Third Avenue, Suite 1800

Address

Fort Lauderdale, FL 33301

City/State and Zip Code

secando8@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Karsch

At (561) 338-7090

Name of Contact Person

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## **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)
Bignansland, Inc.	Delaware	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Bignansland, Inc.	Florida	P15000031552

**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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 March 4, 2019

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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on February 25, 2019 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

K(X).COMM, INC

Street / Fly  
Street / Fly

Stuart Ehrlich, President

Bigmansland, Inc.

**Stuart Erlich, President**

## PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the Merger of BIGMANSLAND, INC., a Florida corporation ("BML") with and into 800.com, Inc., a Delaware corporation ("800.com" or the "Surviving Entity"), as follows:

1. Merger. BML shall be merged with and into the Surviving Entity; the separate corporate existence of BML shall cease, and the Surviving Entity shall be the Surviving Entity.

2. Effective Date. The Merger shall become effective on the date on which Certificate of Merger are filed with the Florida Department of Corporations and the Delaware Secretary of State ("Effective Time").

3. Outstanding Shares. As of the Effective Time there will be outstanding the following shares:

800.com: 15,500,000 shares of Series A Preferred Stock

46,810,000 shares of Common Stock

BML: 0 shares of Common Stock (no shares ever issued)

4. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of holders thereof:

- (a) Each share of Common Stock of BML shall be converted into one share of common stock of 800.com, to the extent that any shares are outstanding.
- (b) Each share of Common Stock of 800.com shall remain outstanding.
- (c) Each share of Series A Preferred Stock of 800.com shall remain outstanding.

5. Name of Surviving Corporation.

6. Articles of Surviving Entity. The Certificate of Incorporation of the Surviving Entity shall continue to be the Certificate of Incorporation of the Surviving Entity on and after the Effective Time.

7. Effect of Merger. On the Effective Time, the separate existence of BML shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of BML, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the BML, and neither the rights of creditors nor any liens on the property of the BML shall be impaired by the Merger. If at any time after the Effective Time the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of BML acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Entity and its officers and directors or their designees shall be

authorized to execute and deliver, in the name and on behalf of the BML, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the BML, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Entity's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the BML acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

8. Abandonment. This Plan may be abandoned at any time prior to the Effective Time by either of the BML or the Surviving Entity, without further shareholder action and, if Certificate of Merger have been filed with the Florida Department of Corporations or the Secretary of State of Delaware, by filing a Certificate of Cancellation with such authorities prior to the Effective Time.