

P93000083516

CLARK & STANT, P.C.,

ATTORNEYS AND COUNSELORS AT LAW

ONE COLUMBUS CENTER

VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE: (757) 499-8800

FACSIMILE: (757) 473-0395

DIRECT DIAL NUMBER

473-5312

December 5, 1997

BRADFORD D. BIMSON  
JO ANN BLAIR-DAVIS  
LAWRENCE H. BRYANT  
STEPHEN W. BURKE  
DAVID A. CARDON  
JOHN F. CARROLL, IV  
DONALD H. CLARK  
CLIFFORD A. COPPOLA  
JOSEPH A. DI JULIO  
TIMOTHY W. DORSEY  
THOMAS R. FRANTZ  
TASOS A. GALIOTOS  
MICHAEL J. GARDNER\*  
S. GEOFFREY GLICK  
ERIC A. HAUSER  
MICHELLE A. HUGHES  
SAMUEL M. KROLL

CHARLES E. MALONE  
CRAIG L. MYTELKA  
BRIAN C. PURCELL  
ROBERT M. REED  
FRANCES W. RUSSELL  
ROBERT L. SAMUEL, JR.  
C. GRIGSBY SCIFRES  
LAWRENCE R. SIEGEL  
THOMAS E. SNYDER  
FREDERICK T. STANT, III  
STEPHEN C. SWAIN\*  
STEPHEN G. TEST  
A.W. VANDERMEER, JR.  
JACK L. YOUNG  
\*ALSO ADMITTED IN NC  
FREDERICK T. STANT, JR.  
OF COUNSEL

OUR FILE NUMBER

26-118-000

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-12/09/97--01056--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations  
SECRETARY OF STATE  
P. O. Box 6327  
Tallahassee, Florida 32314

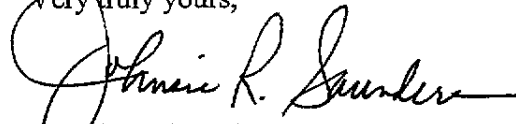
Re: Merger of Connecting Minds, Inc. with and  
into Digital Creations 2, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Merger and Plan of Merger on behalf of the  
referenced parties. A check in the amount of \$70.00 is also enclosed for the filing fee.

Please forward all acknowledgements of this filing to me as soon as possible.  
Thank you for your assistance.

Very truly yours,

  
Johnsie R. Saunders  
Paralegal

Enclosures

26118000/1-fisios-merger.doc

merger  
LFS  
12-17-97

FILED  
97 DEC -9 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CONNECTING MINDS, INC., a Florida corporation (Document #P93000083516)

INTO

**DIGITAL CREATIONS 2, INC.**, a Virginia corporation not qualified in Florida.

File date: December 9, 1997

Corporate Specialist: Louise Flemming-Jackson

ARTICLES OF MERGER  
OF  
CONNECTING MINDS, INC.  
INTO  
DIGITAL CREATIONS 2, INC.

FILED  
97 DEC -9 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Attached hereto and made a part hereof is the Plan of Merger for merging CONNECTING MINDS, INC., a Florida corporation, as the non-surviving corporation with and into DIGITAL CREATIONS 2, INC., a Virginia corporation, as the surviving corporation.
2. The merger of CONNECTING MINDS, INC. with and into DIGITAL CREATIONS 2, INC. is permitted by the laws of the jurisdiction of organization of the surviving corporation and non-surviving corporation and both are in compliance with these laws.
3. The Plan of Merger was adopted by the board of directors and approved by the shareholders of CONNECTING MINDS, INC. by unanimous written consent on November 21, 1997 in accordance with the provisions of Sections 607.0821 and 607.0704 of the Florida Business Corporation Act.
4. The Plan of Merger was adopted by the board of directors and approved by the shareholders of DIGITAL CREATIONS 2, INC. by unanimous written consent on November 21, 1997 in accordance with the provisions of Sections 13.1-685 and 13.1-657 of the Code of Virginia.
5. The effective date of the merger herein provided for in the State of Florida shall be on the filing date of these Articles of Merger.

Executed on November 21, 1997.

CONNECTING MINDS, INC.,  
a Florida corporation

By   
Robert S. Page, President

DIGITAL CREATIONS 2, INC.,  
a Virginia corporation

By   
Robert S. Page, President

PLAN OF MERGER  
OF  
CONNECTING MINDS, INC.  
INTO  
DIGITAL CREATIONS 2, INC.

The parties to this Plan of Merger are DIGITAL CREATIONS 2, INC., a Virginia corporation, as the surviving corporation and CONNECTING MINDS, INC., a Florida corporation, as the non-surviving corporation.

ARTICLE I

CONNECTING MINDS, INC. shall, pursuant to the provisions of the laws of the Commonwealth of Virginia and the provisions of Chapter 9, Article 12 of the Code of Virginia of 1950, as amended (the "Virginia Code"), be merged with and into DIGITAL CREATIONS 2, INC. ("Digital Creations"). The separate existence of CONNECTING MINDS, INC. shall cease at the effective time and date of the merger.

ARTICLE II

The Articles of Incorporation and the Bylaws of the surviving corporation shall at the effective time and date of the merger continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Virginia Code.

ARTICLE III

The directors and officers of Digital Creations in office at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

ARTICLE IV

On the effective date and time of the merger, the separate existence of the non-surviving corporation will cease, the stock of the non-surviving corporation shall be cancelled, and the surviving corporation shall succeed to all of the properties, rights, and other assets of the non-surviving corporation and shall be subject to all of the liabilities of the non-surviving corporation without further action by either party. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of merger, be exchanged for one share of the surviving corporation.

## ARTICLE V

When the merger of the non-surviving corporation with and into the surviving corporation has been duly authorized and filed in compliance with the laws of the Commonwealth of Virginia, the non-surviving corporation and the surviving corporation hereby stipulate that they will execute and file and/or record any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

## ARTICLE VI

The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

## ARTICLE VII

If at any time the officers and directors of the surviving corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the non-surviving corporation shall execute such conveyances or documents or take such action as of the effective date of this merger.

## ARTICLE VIII


The effective date of this merger shall be the filing date of the Articles of Merger.

Executed on November 21, 1997.

DIGITAL CREATIONS 2, INC.,  
a Virginia corporation

By:   
Robert S. Page, President

CONNECTING MINDS, INC.,  
a Florida corporation

By:   
Robert S. Page, President