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MERGER OR SHARE EXCHANGE

NEXLAND, INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$78.75

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Share
Exchange

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DIVISION OF CORPORATIONS

ARTICLES OF SHARE EXCHANGE OF
NEXLAND, INC.
BY
WINDSTAR RESOURCES, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1102 and 607.1105 of the Florida Business Corporations Act, the corporations described herein, desiring to effect a share exchange, set forth the following:

ARTICLE I

The name of the acquiring corporation (the "Acquiring Corporation") is WindStar Resources, Inc., an Arizona corporation.

ARTICLE II

The name of the corporation the shares of which are acquired (the "Acquired Corporation") is Nexland, Inc., a Florida corporation.

ARTICLE III

The Plan of Share Exchange (the "Plan"), containing the information required by Florida Statutes §607.1102, is set forth in Exhibit "A", which is attached hereto and made a part hereof as required by Florida Statutes §607.1105.

ARTICLE IV

As a result of the Share Exchange, the name of the Acquiring Corporation is changed to Nexland, Inc.

ARTICLE V

As to the Acquiring Corporation, shareholder approval of the Plan was not required. The Plan was approved by the Directors on November 17, 1999.

ARTICLE VI

As to the Acquired Corporation, the directors and the shareholders unanimously adopted the plan of share exchange on November 17, 1999.

ARTICLE VII

These Articles of Share Exchange will be effective upon filing.

12/14/99 TUE 10:02 FAX 305 379 3428

KLUGER PERETZ

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FAX AUDIT NO. 99000031792 7

Date: November __, 1999

NEXLAND, INC., a Florida corporation

By: 

Greg Levine, President

WINDSTAR RESOURCES, INC.,
an Arizona corporation

By: 

Fred Schmid, President

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EXHIBIT A
PLAN OF SHARE EXCHANGE

PLAN OF SHARE EXCHANGE (the "Plan") of NEXLAND, INC., a Florida corporation (the "Acquired Corporation" or "Nexland"), by WINDSTAR RESOURCES, INC., an Arizona corporation (the "Acquiring Corporation").

1. SHARE EXCHANGE

1.1 All of the outstanding shares of the Acquired Corporation shall be, as of the Effective Date (as defined in Section 1.3 hereof), exchanged for shares of the Acquiring Corporation, which Acquiring Corporation shall continue its corporate existence and remain an Arizona corporation governed by and subject to the laws of Arizona.

1.2 The requisite documents shall be filed with the necessary authorities in the States of Arizona and Florida in order to consummate the share exchange in accordance with the laws of each of those jurisdictions.

1.3 The share exchange shall become effective as of the date of filing Articles of Share Exchange with the Arizona Corporations Commission. The date upon which the share exchange shall become effective as defined by this Section 1.3 is referred to in this Plan as the "Effective Date."

2. NAME AND CONTINUED CORPORATE EXISTENCE OF ACQUIRING CORPORATION. The identity, existence, purposes, powers, objects, franchises, rights and immunities of the Acquiring Corporation shall continue unaffected and unimpaired by the share exchange, and the corporate name, identity, existence, purpose, powers, objects, franchises, rights and immunities of the Acquired Corporation shall be wholly merged into the Acquiring Corporation, which shall be fully vested therewith.

3. ARTICLES OF INCORPORATION OF ACQUIRING CORPORATION. On and after the Effective Date, the Articles of Incorporation of the Acquiring Corporation (the "Articles") in effect on the Effective Date shall remain and be the Articles of the Acquiring Corporation, except with respect to the name of the Acquiring Corporation, which shall, after the Effective Date, be Nexland, Inc.

4. BY-LAWS OF ACQUIRING CORPORATION. On and after the Effective Date, the By-Laws of the Acquiring Corporation in effect on the Effective Date shall remain and be the By-Laws of the Acquiring Corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions of law, the By-Laws or the Articles of the Acquiring Corporation.

5. **CAPITAL STOCK OF ACQUIRING CORPORATION.** The manner and basis of causing the shares of the Acquired Corporation to constitute or be converted into shares of the Acquiring Corporation shall be as follows: At the Effective Date, by virtue of the share exchange and without any action on the part of the holder of any capital stock of the Acquired Corporation, each issued and outstanding share of common stock of the Acquired Corporation shall be converted into One Thousand Four Hundred and Seventy-Five (1,475) shares of common stock of the Acquiring Corporation.
6. **ASSETS AND LIABILITIES.** On the Effective Date, all property, real, personal and mixed, and all debts due to the Acquiring Corporation or the Acquired Corporation on whatever account (except any debts owing by one of them to the other, which debts shall be canceled and discharged in full by the share exchange), and all and every other interest of or belonging to the Acquiring Corporation or the Acquired Corporation shall be taken by and deemed to be transferred to and vested in the Acquiring Corporation without further act or deed; and all property and every other interest shall be thereafter as effectually the property of the Acquiring Corporation as it was of the Acquired Corporation, and the title to any real estate or any interest therein, whether vested by deed or otherwise in the Acquiring Corporation or the Acquired Corporation, shall not revert or be in any way impaired by reason of the share exchange; provided, however, that all rights of creditors and all liens upon the property of the Acquired Corporation or the Acquiring Corporation shall be preserved unimpaired and any debts, liabilities, obligations and duties of the Acquired Corporation shall then attach to the Acquiring Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, unless there is an agreement to the contrary with the creditors. Any action or proceeding pending by or against the Acquiring Corporation or the Acquired Corporation may be prosecuted to judgment as if the share exchange had not taken place, or the Acquiring Corporation may be substituted in place of the Acquired Corporation. Officers and shareholders of the Acquiring Corporation or the Acquired Corporation shall from time to time, as and when requested by the Acquiring Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken all such further or other action, as the Acquiring Corporation may deem necessary or desirable in order to vest in and confirm to the Acquiring Corporation, or its successors and assigns, title to and possession of all the aforesaid property and rights and to otherwise carry out the intent and purposes of this Agreement.

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