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File Name: EPTL cover sheet  
Date: Wednesday, March 1, 1995

3/01/95

FLORIDA DIVISION OF CORPORATIONS

2:23 PM

PUBLIC ACCESS SYSTEM

((H95000002403)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL IN

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

CONTACT: JOHNNY C RODRIGUEZ

FAX: (904) 922-4000

PHONE: (305) 672-0686

FAX: (305) 672-9110

((H95000002403)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NETCREATIONS INC.

FAX AUDIT NUMBER: H95000002403

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/01/1995

TIME REQUESTED: 14:23:44

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 073171003004

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TALLAHASSEE, FLORIDA

624013 1-11-95

03/01/95

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Articles of Incorporation  
of  
NetCreations Inc.

Article I. Name

The name of this Florida corporation is NetCreations Inc.

Article II. Address

The mailing address of the Corporation is:

NetCreations Inc.  
1124 Harrison Street  
Hollywood, FL 33019

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.  
4521 PGA Boulevard, Suite 211  
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139  
(305) 672-0686

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TALLAHASSEE, FLORIDA

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Rosalind B. Resnick  
Ryan Scott Druckenmiller

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139

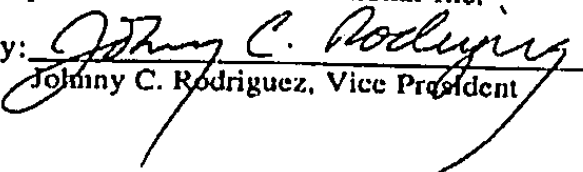
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of March 1, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on March 1, 1995.

Corporate Creations International Inc.

By:

  
Johnny C. Rodriguez, Vice President

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139  
(305) 672-0686

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H95000002403

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**CORPORATION:**  
NetCreations Inc.

**REGISTERED AGENT:**  
Corporate Creations Enterprises Inc.  
4521 PGA Boulevard, Suite 211  
Palm Beach Gardens, FL 33418

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

By: Johnny C. Rodriguez  
Johnny C. Rodriguez, Vice President

Date: March 1, 1995

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139  
(305) 672-0686

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NETCREATIONS INC., a Florida corporation, P95000017028

INTO

NETCREATIONS, INC., a New York corporation not qualified in Florida.

File date: March 5, 1996

Corporate Specialist: Linda Stitt

03/01/1996

14

05-02-96

CORPORATIONS

PAGE 01

2/29/96

FLORIDA DIVISION OF CORPORATIONS

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((H96000002939)))

TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL INC

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000 000

TALLAHASSEE, FL 32399

CONTACT: JOHNNY C RODRIGUEZ

FAX: (904) 922-4000

PHONE: (305) 672-0686

FAX: (305) 672-9110

((H96000002939)))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: NETCREATIONS, INC., NEW YORK CORP.

FAX AUDIT NUMBER: H96000002939

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/29/1996

TIME REQUESTED: 15:39:46

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 073171003004

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*Chazmer  
Pinda*

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05 MAR 01 10 10 AM '96

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TALLAHASSEE, FLORIDA  
CORPORATION STATE

H96000002939

Articles of Merger  
of  
NetCreations, Inc.  
(a Florida corporation)  
into  
NetCreations, Inc.  
(a New York corporation)

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96 MAR -5 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. NetCreations, Inc., a Florida corporation (the "Disappearing Corporation"), shall be merged with and into NetCreations, Inc., a New York corporation (the "Surviving Corporation"), pursuant to the terms of the attached Plan of Merger. The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which these Articles of Merger are filed.

3. The attached Plan of Merger was adopted and approved by the shareholders of each of the Constituent Corporations on February 29, 1996.

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CORP CREATIONS

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CORP CREATIONS

PAGE 05 ✓

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These Articles of Merger have been executed on behalf of the Constituent  
Corporations by their authorized officers as of February 29, 1996.

NetCreations, Inc.,  
a Florida corporation

By: Rosalind B. Resnick

Name: Rosalind B. Resnick

Title: President

NetCreations, Inc.,  
a New York corporation

By: Rosalind B. Resnick

Name: Rosalind B. Resnick

Title: President



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## Plan of Merger

between

NetCreations, Inc.  
(a Florida corporation)

and

NetCreations, Inc.  
(a New York corporation)

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FLORIDA

Plan of Merger adopted on February 29, 1996 by the Board of Directors of NetCreations, Inc., a Florida corporation (the "Disappearing Corporation"), and NetCreations, Inc., a New York corporation (the "Surviving Corporation"). The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

1. In accordance with the provisions of this Plan of Merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation, the separate and corporate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of its state of incorporation under its present name.

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which the Articles of Merger are filed in Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description wherever located of each of the Constituent Corporations. All rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the merger. All obligations belonging to or due to each of the Constituent

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CORP CREATIONS

PAGE 05

H96-02-26 SAT 02:16 PM INFORMATION

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CORP CREATIONS

PAGE 071

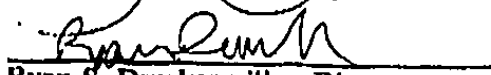
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Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the merger and without any action on the part of the parties or otherwise: (a) each issued and outstanding share of the capital stock of the Disappearing Corporation shall be canceled without payment of any consideration and without any conversion and (b) each issued and outstanding share of capital stock of the Surviving Corporation shall remain issued and outstanding.

NetCreations, Inc.,  
a Florida corporation

  
Rosalind Resnick, Director

  
Ryan S. Druckenmiller, Director

NetCreations, Inc.,  
a New York corporation

  
Rosalind Resnick, Director

  
Ryan S. Druckenmiller, Director