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Law Offices

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April 10, 2000

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****87.50 ****87.50

Department of State
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

BY FEDERAL EXPRESS

Re: Worldwide Internet Solutions Network, Inc./WIZnet, Inc.

Dear Sir or Madam:

Pursuant to Florida Statute §607.1105 I am enclosing for filing and certification an original executed Articles of Merger of Worldwide Internet Solutions Network, Inc. and WIZnet, Inc. and the accompanying Agreement and Plan of Merger of Worldwide Internet Solutions Network, Inc. and WIZnet, Inc.

I have also enclosed a check in the amount of \$87.50 to cover the following costs:

Filing Fees (Each Party)	\$ 70.00
Certified Copies (2)	17.50
	<u>\$ 87.50</u>

I have also enclosed a prepaid FEDEX Airbill and envelope. Please return the certified copies by FEDEX as requested.

Thank you for handling. If there are any questions, please call me directly.

Cordially yours,

Ledyard H. DeWees

Ledyard H. DeWees

Merger
4-19-00
DHS

LHD:bd
encl.

DEPT. OF STATE
TALLAHASSEE, FLORIDA

00 APR 11 AM 8:40

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

WORLDWIDE INTERNET SOLUTIONS NETWORK, INC., a Florida corporation,
P950000029430

INTO

WIZNET, INC., a Delaware corporation not qualified in Florida

File date: April 11, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
WORLDWIDE INTERNET SOLUTIONS NETWORK, INC.
AND
WIZnet, INC.**

FILED
00 APR 11 AM 8:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

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

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Worldwide Internet Solutions Network, Inc. with and into WIZnet, Inc.

2. The shareholders of Worldwide Internet Solutions Network, Inc. entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger in a meeting of said shareholders held on March 14, 2000.

3. The merger of Worldwide Internet Solutions Network, Inc. with and into WIZnet, Inc. is permitted by the laws of the jurisdiction of organization of WIZnet, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the sole shareholder of WIZnet, Inc. was March 17, 2000.

4. The effective time and date of the merger herein provided for shall be the time and date of the filing of these Articles of Merger with the Department of State of the State of Florida.

Executed on March 17, 2000.

WORLDWIDE INTERNET SOLUTIONS
NETWORK, INC.

By: Ledyard H. DeWees
Name: Ledyard H. DeWees
Title: Secretary

WIZnet, INC.

By: Ledyard H. DeWees
Name: Ledyard H. DeWees
Title: Secretary

AGREEMENT AND PLAN OF MERGER
OF
WORLDWIDE INTERNET SOLUTIONS NETWORK, INC.
(a Florida corporation)
AND
WIZnet, INC.
(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER entered into on March 17, 2000 by WIZnet, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date, and entered into on March 14, 2000 by Worldwide Internet Solutions Network, Inc., business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Worldwide Internet Solutions Network, Inc. is a business corporation of the State of Florida with its registered office therein located at 360 North Congress Avenue, City of Delray Beach, County of Palm Beach; and

WHEREAS the total number of shares of stock which Worldwide Internet Solutions Network, Inc. has authority to issue is 50,000,000 shares of common stock, all of which are of one class and of a par value of \$.003 each; and

WHEREAS WIZnet, Inc. is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which WIZnet, Inc. has authority to issue is 20,000,000 common shares, all of which are of one class and of a par value of \$.003 each; and

WHEREAS the Business Corporation Act of the State of Florida permits the merger of a business corporation of the State of Florida with and into a business corporation of the another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits a merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS Worldwide Internet Solutions Network, Inc. and WIZnet, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Worldwide Internet Solutions Network, Inc. with and into WIZnet, Inc. pursuant to the provisions of the Business Corporation Act of the State of Florida and pursuant to the provisions of General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Worldwide Internet Solutions Network, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by WIZnet, Inc. and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan set forth.

1. Worldwide Internet Solutions Network, Inc. and WIZnet, Inc. shall, pursuant to the provisions of the Business Corporation Act of the State of Florida and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, WIZnet, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name WIZnet, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Worldwide Internet Solutions Network, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Business Corporation Act of the State of Florida.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation as therein amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware. Article FIRST of the present Certificate of Incorporation of the surviving corporation, relating to the name of said corporation, is hereby amended and changed so as to read as set forth in the annexed copy of the Certificate of Incorporation.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended

as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first 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 by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each such said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation. In addition, each outstanding option or right to acquire shares of the terminating corporation shall, at the effective time of the merger, be converted into an option or right to acquire an equal number of shares of the surviving corporation.

6. The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept services of process in any such suit or other proceedings; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

360 North Congress Avenue
Delray Beach, Florida 33445

7. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Business Corporation Act of the State of Florida and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and

all acts and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger or of the merger herein provided for.

9. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed shall become effective in the State of Delaware shall be the time and date of the filing of the Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: March 17, 2000.

WORLDWIDE INTERNET SOLUTIONS
NETWORK, INC.

By: Ledyard H. DeWees
Name: Ledyard H. DeWees
Title: Secretary

WIZnet, INC.

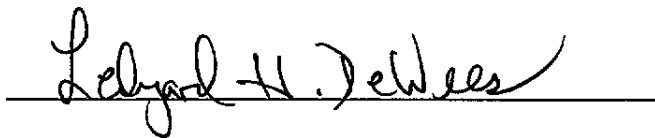
By: Ledyard H. DeWees
Name: Ledyard H. DeWees
Title: Secretary

CERTIFICATE OF SECRETARY OF WIZnet, INC.

The undersigned, being the Secretary of WIZnet, Inc., does hereby certify that:

written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the holders of all the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: March 17, 2000.

A handwritten signature in cursive script, reading "Ledyard H. DeWees", is written over a horizontal line.

Ledyard H. DeWees, Secretary of WIZnet, Inc.