

Laurence D. Briggs
Office (813) 894-7505
Fax (813) 891-0020

Michael R. Weber, JD, MBA
Office (813) 971-0171
Fax (813) 977-0000

Briggs, Weber & Co.
The SCOR Partnership
11310 Bloomington Drive
Tampa, FL 33635-1524

June 8, 1995

Department of State
Division of Corporations
PO Box 327
Tallahassee, FL 32304

P95000046909

Re: Incorporation of Briggs, Weber & Co.

Greetings:

Enclosed please find our check for \$70.00, the original and one copy of the Articles of Incorporation.

Please contact me, Michael Weber, at the above numbers if needed.

Thank you.

300001510128
-06/09/95--01085--024
*****70.00 *****70.00

EFFECTIVE DATE

6-9-95



Sincerely,

Michael R. Weber

Michael R. Weber, JD, MBA

FILED
95 JUN -9 PM 3:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Enclosure: 1 original and 1 copy of Articles
Check for \$70

**Articles of Incorporation
of
Briggs, Weber & Co., Inc.**

FILED
95 JUN -9 PM 3:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of this Florida corporation shall be Briggs, Weber & Co., Inc.

EFFECTIVE DATE

II.

Term of Existence

The date when corporate existence will commence is June 7, 1995, in accordance with the provision of Section 607.0203(1) of the Act, and the corporation will have perpetual existence thereafter.

III.

Principal Office

The principal office for the Corporation shall be in Hillsborough County at 11330 Bloomington Drive, Tampa, Florida 33635-1524.

IV.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 14535 Bruce B. Downs Blvd., #2221, Tampa, FL 33613, and the name of its initial registered agent at such address is Michael R. Weber.

V.

Capital Stock

The Corporation is authorized to issue 2,000,000 shares of stock with no par value, which will be designated Common Stock.

VI.

Directors

The Corporation will have 2 directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one but no more than 8 directors. The name and address of the initial directors of the Corporation, who will serve until his successor(s) are duly elected and qualified, are:

Laurence D. Briggs

11330 Bloomington Drive
Tampa, Florida 33635-1524

Michael R. Weber

14535 Bruce B. Downs Blvd.,
#2221,
Tampa, FL 33613

VII.

Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is

Michael R. Weber, JD, MBA
14535 Bruce B. Downs Blvd., #2221
Tampa, FL 33613

VIII.

Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms, and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX.

Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

X.

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 7, 1995.

Michael R. Weber
Michael R. Weber, JD, MBA
as Incorporator

June 7, 1995
Date

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 7, 1995

Michael R. Weber
Michael R. Weber

FILED
95 JUN -9 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05/20/97

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5/19/97
2:40 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000008204 4))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: EVANS & DONICA, P.A.
071445001310
CONTACT: NOEL K EVANS
PHONE: (813)221-1996
(813)223-2156

ACCT#:

FAX #:

NAME: BRIGGS, WEBER & CO., INC.
AUDIT NUMBER.....H97000008204
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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97 MAY 20 PM 1:51
DIVISION OF CORPORATIONS

OK 5/20
NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 MAY 20 PM 2:15

FILED

05/20/97 12:46
(804)822-3708

0513 223 2156
05/19/97 15:40 Florida Department pl /1

EVANS & DONICA

0002



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1997

BRIGGS, WEBER & CO., INC.
4100 W KENNEDY BLVD
STE 221
TAMPA, FL 33609US

SUBJECT: BRIGGS, WEBER & CO., INC.
REF: P95000046909

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: N97000008204
Letter Number: 297A00026834

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813 223 2156

EVANS & DONICA

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5/19/97
2:40 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000008204 4))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: EVANS & DONICA, P.A.
071445001310

ACCT#:

CONTACT: NOEL K EVANS
PHONE: (813)221-1996
(813)223-2156

FAX #:

NAME: BRIGGS, WEBER & CO., INC.
AUDIT NUMBER.....H97000008204
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BRIGGS, WEBER & CO., INC.**

FILED
97 MAY 20 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

As of May 19th, 1997, the Board of Directors and majority shareholder adopt this Amendment to the Articles as follows:

**I.
Name**

The name of this Florida Corporation shall be InvestIN Corporation from Briggs, Weber & Co., Inc.

IN WITNESS WHEREOF, the director and majority shareholder has executed this Amendment to the Articles of Incorporation in duplicate on May 19, 1997 pursuant to authorization of the Board of Directors and the majority shareholder by a Joint Written Consent of the Directors and the Majority Shareholder to such action without a meeting of the Directors or the Shareholders. A majority vote of the corporation's sole class of stock, voting common stock, is sufficient to authorize this amendment to the articles of incorporation.



Laurence D. Briggs
as majority shareholder and Director and
President

5/19/97
Date

Prepared By: Janice Norman Donica
Evans & Donica, P.A.
201 E. Kennedy Blvd., Suite 1500
Tampa, Florida 33602
(813) 221-1996 (FAX 813-223-2156)
Fla. Bar #849480

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06/26/97 09:48

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EVANS & DONICA

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6/25/97
2:29 PM

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000010499 6))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: EVANS & DONICA, P.A.
071445001310

ACCT#:

CONTACT: NOEL K EVANS
PHONE: (813)221-1996
(813)223-2156

FAX #:

NAME: INVESTIN CORPORATION

AUDIT NUMBER.....H97000010499

DOC TYPE.....REGISTERED AGENT CHANGE

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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FILED
97 JUN 26 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by
Janice Norman Donica
Evans & Donica, P.A.
201 E. Kennedy Blvd., Suite 1500
Tampa, Florida 33602
Phone: (813) 221-1996 Fax: (813) 223-2156
Fla. Bar#: 849480

*RA Change
6-26-97
JC*

06/25/97 13:42

813 223 2156

EVANS & DONICA

001

6/25/97
2:29 PM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000010499 6))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: EVANS & DONICA, P.A.
071445001310
CONTACT: NOEL K EVANS
PHONE: (813) 221-1996
(813) 223-2156

ACCT#:

FAX #:

NAME: INVESTIN CORPORATION
AUDIT NUMBER.....H97000010499
DOC TYPE.....REGISTERED AGENT CHANGE
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
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97 JUN 25 PM 2:51
DIVISION OF CORPORATIONS

06/28/87 08:44 813 223 2156 EVANS & DONICA
(804)822-3708 06/28/87 07:32 Florida Department pl /1

0001



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 26, 1987

INVESTIN CORPORATION
4100 W KENNEDY BLVD
STE 221
TAMPA, FL 33609US

SUBJECT: INVESTIN CORPORATION
REF: P95000046909

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (804) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: 897000010499
Letter Number: 297A00033776

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97 JUN 26 AM 11:12

DIVISION OF CORPORATIONS

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Florida Department of State, Sandra B. Morham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0302, 617.0302, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: InvestIN Corporation (f/k/a Briggs, Weber & Co., Inc.)
2. The mailing address of the corporation is: Transworld Center, 4100 W. Kennedy Blvd. #221, Tampa, Florida 33609
3. Date of incorporation/qualification: 6/7/95 Document number: P95000046909
4. The name and address of the current registered agent and office:

Michael R. Weber
14535 Bruce B. Downs Blvd., #2221
Tampa, Florida 33613

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Laurence D. Briggs
Transworld Center, 4100 W. Kennedy Blvd. #221
Tampa, Florida 33609

The street address of its registered office and the street address of the business office of the registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Laurence D. Briggs
 (Signature of an officer, chairman or vice chairman of the board)

6/16/97
 (Date)

Laurence D. Briggs, President
 (Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Laurence D. Briggs
 (Signature of Registered Agent)

6/16/97
 (Date)

If signing on behalf of an entity:

(Typed or Printed Name)
 Janice Norman Donica
 201 E. Kennedy Blvd., #1500
 Tampa, FL 33602
 (813) 221-1996
 Fla. Bar#: 849480

(Capacity)

FLING FAX: 336.00

H97000010499 6

FILED
 97 JUN 26 PM 1:22
 TALLAHASSEE, FLORIDA

P950000 46909

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NEW BUSINESS DEVELOPMENT ASSOCIATES, INC., a Georgia corporation
not qualified in Florida

INTO

INVESTIN CORPORATION, a Florida corporation, P95000046909.

File date: June 25, 1997

Corporate Specialist: Darlene Connell

06/25/97 14:4

6/25/97
3:30 PM

P95000046909

FLORIDA DIVISION OF CORPORATIONS

**PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET**

((H97000010512 6))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: EVANS & DONICA, P.A.
071445001310
CONTACT: NOEL K EVANS
PHONE: (813) 221-1996
(813) 223-2156

ACCT#:

FAX #:

NAME: INVESTIN CORPORATION
AUDIT NUMBER.....H97000010512
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0
CERT. COPIES.....0
PAGES..... 5
DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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97 JUN 25 PM 4:01
DIVISION OF CORPORATIONS

FILED
97 JUN 25 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morgan

6/26/97 DC

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**ARTICLES OF MERGER
OF
NEW BUSINESS DEVELOPMENT ASSOCIATES, INC.,
a Georgia corporation
INTO
InvestIN CORPORATION,
a Florida corporation**

FILED
91 JUN 25 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, desiring to effect a merger, set forth the following facts:

ARTICLE I

Surviving Corporation

The name of the corporation surviving the merger is InvestIN Corporation (F/K/A Briggs, Weber & Co., Inc.), (the "Surviving Corporation") and such name has not been changed as a result of the merger. The Surviving Corporation is a Florida corporation incorporated on June 9, 1995.

ARTICLE II

Merging Corporation

The name of the corporation merging into the Surviving Corporation is New Business Development Associates, Inc. (the "Merging Corporation"). The Merging Corporation is a Georgia corporation incorporated on March 11, 1993.

ARTICLE III

Plan of Merger

The Plan of Merger of the Merging Corporation into the Surviving Corporation (the "Plan of Merger") is attached hereto as "Exhibit A" and made a part hereof.

This document was prepared by
Janice Norman Donica
Evans & Donica, P.A.
201 E. Kennedy Blvd., Suite 1500
Tampa, Florida 33606
Phone: (813) 221-1996 FAX: (813) 223-2156
Fla. Bar #: 849480

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ARTICLE IV

Effective Time

The merger shall become effective upon the filing of these Articles of Merger

ARTICLE V

Manner of Adoption

The Plan of Merger was adopted by the joint unanimous written consent, dated June 16, 1997, of the Board of Directors and all of the shareholders of the Surviving Corporation, and the Board of Directors and all of the shareholders of the Merging Corporation.

ARTICLE VI

Publication

Notice of Merger has been published in the Fulton County Daily Report, Atlanta, Georgia.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be signed by their duly authorized officers as of June 25, 1997.

NEW BUSINESS DEVELOPMENT
ASSOCIATES, INC., A Georgia
corporation

By: 

Laurence D. Briggs, President

ATTEST:

By: 

Laurence D. Briggs, Secretary

STATE OF FLORIDA)

) SS:

COUNTY OF HILLSBOROUGH)

InvestIN CORPORATION, a Florida
corporation

By: 

Laurence D. Briggs, President

ATTEST:

By: 

Laurence D. Briggs, Secretary

The foregoing instrument was acknowledged before me on June 25, 1997, by Laurence D. Briggs, President and Secretary of InvestIN Corporation, a Florida corporation, and

08/20/97 14:01

813 223 2106

RVANS & DONICA

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by Laurence D. Briggs, President and Secretary of New Business Development Associates, Inc.,
a Georgia corporation, on behalf of such corporations. Laurence D. Briggs is to me personally
known ✓, or produced as identification _____.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Kathy F. Bush
Notary Public

KATHY F. BUSH
(Printed)

My Commission Expires: 11/5/99

(Notarial Seal)

County of Residence: HILLSBOROUGH

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**PLAN AND AGREEMENT
OF
STOCK FOR STOCK MERGER "A"**

WHEREAS, it is in the best interest of this corporation to be reorganized according to the plan set forth hereinafter, and

WHEREAS, in order to carry out a successful organization, it is essential there be a complete agreement among all parties interested therein,

NOW, THEREFORE, BE IT RESOLVED, that the President and Secretary be and hereby are authorized and directed to execute all instruments and to do all other acts necessary and proper to carry into effect the following plan of reorganization:

STOCK FOR STOCK ACQUISITION

THIS AGREEMENT made as of the 25th day of June, 1997 by and between InvestIN Corporation, a Florida corporation ("InvestIN") and Laurence Briggs, the sole Shareholder ("Shareholder") of New Business Development Associates, Inc. ("NDBA"), a Georgia corporation,

WITNESSETH:

WHEREAS, InvestIN desires to acquire from Shareholder and Shareholder desires to transfer to InvestIN all of the outstanding shares of capital stock of NDBA owned by Shareholder, in exchange solely for shares of InvestIN voting common stock, without par value ("Common Stock"), which shall be delivered on the closing date hereunder upon the terms and conditions hereinafter set forth and for the purpose of carrying out the tax-free merger within the

H97000010512 6

meaning of §368(a)(1)(A) of the Internal Revenue Code of 1986, as amended and F.S. 607.1101 et seq to complete the merger of NDBA into InvestIN, and

WHEREAS, in order to carry out the foregoing objectives, Shareholder, InvestIN and NDBA desire to enter into and adopt this agreement of merger (the "Agreement"),

NOW, THEREFORE, in consideration of the mutual promises hereinafter set forth, the parties agree as follows:

1. PARTIES. The parties to the merger are:

A. InvestIN Corporation, an Florida corporation, incorporated on June 9, 1995 ("InvestIN").

B. New Business Development Associates, Inc., a Georgia corporation, incorporated on March 11, 1993.

C. The surviving corporation shall be InvestIN.

2. WARRANTIES AND REPRESENTATIONS. Shareholder warrants and represents as follows:

A. Organization. NDBA is and on the closing date specified herein will be a corporation duly organized, validly existing, and in good standing under the laws of the state of Georgia and is and will then be entitled to own its properties and to conduct its business in the place where such properties are now owned or leased or such business is now conducted. The entire authorized stock of NDBA consists and on closing date will consist of One Million shares of voting Common Stock with no stated value, of which Two Hundred Twenty-Nine Thousand Six Hundred Six shares (229,606) are and on the closing date will be issued and outstanding.

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There are and on the closing date will be no existing options, warrants, or rights of any kind to purchase from or sell to any corporation, or to cause it to issue, shares of capital stock.

B. Subsidiaries. NDBA does not have nor on closing date will it have any affiliates, subsidiaries, or subsidiaries of subsidiaries, nor does it own or control nor on closing date will it own or control any of the capital stock of any other corporation.

C. Books and Record. The books of NDBA and InvestIN fairly and correctly reflect its respective income, expenses, assets, and liabilities in accordance with generally accepted accounting procedures.

D. Bylaw Provisions. The consummation of the transactions contemplated by this Agreement will not result in the breach of any term or provision of the Certificate of Incorporation or bylaws of InvestIN or NDBA, or result in the breach of any term or provisions of, or constitute a default or result in the acceleration of any obligation under any loan agreement, indenture, financing agreement, or other agreement or instrument of any kind to which InvestIN, Shareholder or NDBA is a party.

E. Governmental Approval of Permits, Licenses, Etc. InvestIN and NDBA, to the best of Shareholder's information, knowledge, and belief, have all permits, licenses, orders, and approvals of all federal, state, local or foreign governmental, or regulator bodies required for it to carry on their businesses as presently conducted. All such permits, licenses, orders, and approvals are in full force and effect and no suspension or cancellation of any of them is threatened. None of such permits, licenses, orders, and approvals will be affected by the consummation of the transactions described in this Agreement.

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F. Ownership of Stock. Shareholder owns and is owner of record of Two Hundred Twenty-Nine Thousand Six Hundred Six shares (229,606) of the issued and outstanding capital stock of NDBA, which shares constitute 100% of the issued and outstanding shares of stock of NDBA. Shareholder represents and warrants that he has the right and power to transfer and assign all shares thereof to InvestIN free and clear of all liens, encumbrances, equities, and claims. Shareholder represents and warrants that he owns the number of issued and outstanding shares of capital stock of NDBA set forth opposite his signature at the end of this Agreement and that he has and on closing date will have the right, power, and authority to enter into and perform this Agreement. All such shares are and on closing date will be validly authorized, issued and outstanding, fully paid, and nonassessable.

G. Misstatements or Omissions. Neither this Agreement nor any other certificate, statement, or document furnished or to be furnished to InvestIN by or on behalf of the Shareholder pursuant to and in connection with the transactions contemplated by this Agreement, when read together, contain or will contain any misstatement of material fact or omits or will omit to state a material fact necessary to make the statements contained herein or therein not misleading.

H. Restriction on Sale of Stock. Shareholder has entered into this Agreement and has acquired stock of InvestIN for investment purposes and will make no sale or disposition of any of the shares of Common Stock which he shall receive under this Agreement.

3. SHARES TO BE TRANSFERRED. Shareholder agrees to transfer to InvestIN on the closing date, subject to the terms and conditions set forth in this Agreement, free and clear of all liens, encumbrances, equities, and claims, Two Hundred Twenty-Nine Thousand Six Hundred

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Six shares (229,606) issued and outstanding of capital stock of NDBA. InvestIN agrees to accept the transfer from Shareholder of said shares, subject to the terms and conditions of this Agreement.

A. InvestIN has authorized, but unissued, 1,988,630 shares of no par common stock of which 3 shares, fully paid and nonassessable shares shall be issued in exchange for the shares held by Shareholders.

4. CONSIDERATION FOR SHARES. On the closing date, InvestIN shall issue and deliver to the Shareholders certificates representing three shares (3) of Common Stock to Briggs, which shares are exempt from registration under the Security Act of 1933 and the requirements of the state of Florida's "Blue Skies" laws in connection with the issuance and delivery of such shares.

5. CLOSING. The closing date shall be June 26, 1997 at 5:01 p.m. At the closing:

A. InvestIN shall deliver to Shareholder duly issued certificates in the name of Shareholder representing three shares (3) of Common Stock to be delivered pursuant to Paragraph 4 of this Agreement.

B. Shareholder shall deliver to InvestIN the stock certificates duly endorsed in appropriate form for transfer, together with such instruments of transfer as necessary or desirable for transferring and assigning to InvestIN good and marketable title to the Two Hundred Twenty-Nine Thousand Six Hundred Six shares (229,606) of issued and outstanding capital stock of NDBA, free and clear of all liens, encumbrances, equities, and claims.

C. NDBA shall be merged into InvestIN, and shall cease existence. All assets of NDBA shall become the property of InvestIN and all liabilities of NDBA shall be assumed by

H97000010512 6

InvestIN, and InvestIN shall be the surviving Corporation in accordance with F.S. 607.1101, et seq.

D. InvestIN shall continue and shall ratify and reconfirm the election to be taxed under Sub-Chapter S of the Internal Revenue Code as amended.

6. PERSONS BOUND. This Agreement shall be binding upon and shall inure to the benefit of the undersigned parties, their respective successors, and permitted assigns.

7. APPLICABLE LAW. The Agreement shall be controlled, construed, and enforced in accordance with the laws of the state of Florida, as required, to complete the merger of NBDA, the laws of Georgia.

IN WITNESS WHEREOF, on the date first above written, the parties have hereunto set their signatures.

INVESTIN CORPORATION

By: 

Laurence Briggs, President

NEW BUSINESS DEVELOPMENT
ASSOCIATES, INC.

By: 

Laurence Briggs, President, Secretary
and Treasurer

SHAREHOLDERS:


Laurence D. Briggs, Owner of 229,606
Shares of NBDA

W:\jef\merger\plan

P95000046907
Evans & Donica, P.A.
Attorneys at Law

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201 E. Kennedy Boulevard
Tampa, Florida 33602*

*Telephone (813) 221-1996
Fax (813) 223-2156*

October 16, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: InvestIN Corporation and
InvestIN Securities Corp.

300002326963---9
-10/22/97--01078--003
*****175.00 *****87.50

Dear Sir or Madam:

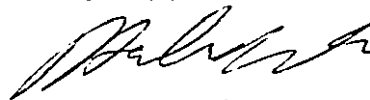
Please accept for filing the enclosed:

1. Amendment to Articles of Incorporation of InvestIN Corporation, and
2. Amendment to Articles of Incorporation of InvestIN Securities Corp.

Enclosed is our check in the amount of \$175.00 for the filing fee and certificates for each of the above amendments. Also enclosed is our self-addressed, stamped envelope.

Please give me a call if you have any questions.

Very truly yours,



Herbert R. Donica

HRD:dam
Enclosures

FILED
97 OCT 22 10 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Amendment

721 OCT 24 1997

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
InvestIN Corporation

FILED
97 OCT 22 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

As of October 20th, 1997, the Board of Directors and majority shareholder adopt this Amendment to the Articles as follows:

I.
Name

The name of this Florida Corporation shall be InvestIN.com Corp. from InvestIN Corporation.

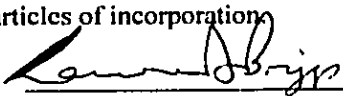
V.
Capital Stock

The Corporation is authorized to issue TEN MILLION (10,000,000) shares of stock with no par value, which will be designated Common Stock.

IN WITNESS WHEREOF, the President and Secretary, acting on behalf of the Board of Directors, and the majority shareholder have executed this Amendment to the Articles of Incorporation on October 20, 1997 pursuant to authorization of the Board of Directors by a meeting held on October 20, 1997 and by the Written Consent of the Majority Shareholder to such action without a meeting of the Shareholders dated October 20, 1997.

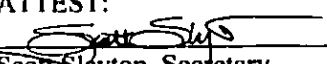
A majority vote of the corporation's sole class of stock, voting common stock, is sufficient to authorize this amendment to the articles of incorporation.

Dated: October 20, 1997

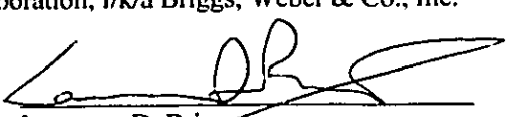


Laurence D. Briggs, President
InvestIN.com Corporation (f/k/a
InvestIN Corporation, f/k/a Briggs, Weber & Co., Inc.

ATTEST:



Scott Slayton, Secretary
InvestIN.com Corporation (f/k/a
InvestIN Corporation, f/k/a Briggs, Weber & Co., Inc.



Laurence D. Briggs
Majority Shareholder

Prepared by: Janice Norman Donica
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Fla. Bar #849480