

08/28/97 09:45

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((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

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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

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EVANS & DONICA

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6/25/97

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H97000010499-6))

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071445001310
CONTACT: NOEL K EVANS
PHONE: (813)221-1996
(813)223-2156

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NAME: INVESTIN CORPORATION
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(904)922-3708 08/26/87 07:32 Florida Department pl /1

0001



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1997

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 refax 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 (904) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000010499
Letter Number: 297A00033778

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97 JUN 26 AM 11:12
DIVISION OF CORPORATIONS

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

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

Pursuant to the provisions of sections 607.0502, 617.0502, 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:

Janice Norman Donica
(Typed or Printed Name)
6327045 (199) 201 E. Kennedy Blvd., #1500
Tampa, FL 33602
(813) 221-1996
Fla. Bar#: 849480

Janice Norman Donica
(Capacity)

FILING FEE: \$15.00

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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

06/25/97 14:4

EVANS & DONICA

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6/25/97
3:30 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H970000105126))

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 PAGES..... 5
CERT. COPIES.....0 DEL.METHOD.. FAX
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TALLAHASSEE, FLORIDA

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08/25/97

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

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

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 (R/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 18, 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

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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.



Notary Public

KATHY F. BUSH
(Printed)

My Commission Expires: 11/5/99

County of Residence: HILLSBOROUGH

(Notarial Seal)

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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

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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 25, 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

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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

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