

MAR-29-00 WED 05:09 PM

FAX NO.

P. 01/09

Division of Corporations

P95000047715

386

Florida Department of State
Division of Corporations
Public Access System
Katharine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000013725 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED
00 MAR 30 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:
Division of Corporations
Fax Number : (850) 922-4000

From:
Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 425-8377

Rejected / Resubmit
to: Darlene : Pls. give
effective date as of
march 28, 2000.
Thank you. Please
call Larne with any
further questions.

MERGER OR SHARE EXCHANGE 407-481-5251.

MMI Acquisition Corp.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

merger

RECEIVED

00 MAR 30 AM 7:45

DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

MOXIE TECHNOLOGIES, INC., a Florida corporation, P95000047715

INTO

MMI ACQUISITION CORP., a Delaware corporation not qualified in Florida

File date: March 28, 2000

Corporate Specialist: Darlene Connell

MAR-29-00 WED 05:09 PM

FAX NO.

P. 02/09

(850)487-6013

03/29/00 16:24 Fl Dept of State

pl /1



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 2000

MOXIE TECHNOLOGIES, INC.
316 LIVE OAK BLVD
STE 104
CASSELBURY, FL 32707US

SUBJECT: MOXIE TECHNOLOGIES, INC.
REF: P95000047715

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.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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 (850) 487-6939.

Niel Christensen
Data Processing Control Specialist Letter Number: 700A00017145

FAX Aud. #: E00000013725

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

Florida Dept. of State Electronic Filing

Facsimile Audit No. H000000137257

**ARTICLES OF MERGER
OF**

**Moxie Technologies, Inc.
(a Florida corporation)**

WITH AND INTO

**MMI Acquisition Corp.
(a Delaware corporation)**

FILED
00 MAR 28 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Statutes, these Articles of Merger provide that:

1. Moxie Technologies, Inc., a Florida corporation ("Moxie"), shall be merged with and into MMI Acquisition Corp., a Delaware corporation ("MMI"), which shall be the surviving corporation.

2. The merger shall become effective as of the date of filing of these Articles of Merger.

3. The terms and conditions of the proposed merger and the manner of converting the shares of Common Stock of Moxie are set forth in the Plan of Merger dated as of March 27, 2000, pursuant to which Moxie shall be merged with and into MMI (the "Merger"), which Plan of Merger is attached hereto as Exhibit "A" (the "Plan of Merger").

4. The Plan of Merger was adopted by the Board of Directors and Shareholders of MMI on March 24, 2000 by unanimous written consent in accordance with the applicable provisions of Section 264 of the Delaware General Corporation Law.

5. The Plan of Merger was adopted by the Board of Directors and Shareholders of Moxie on March 24, 2000 by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

6. The address of the principal office of MMI is:

16935 W. Bernardo Drive, Suite 270
San Diego, CA 92127

MMI has no office in the state of Delaware.

Attorney Name: Randal M. Allygood, P.A.
Broad and Gessel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 839-4200
Florida Bar No.: 459445

Florida Dept. of State Electronic Filing

Facsimile Audit No. H000000137257

Florida Dept. of State Electronic Filing

Facsimile Audit No. H000000137257

7. MMI is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Moxie.

8. MMI has agreed to promptly pay to the dissenting shareholders of Moxie the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Moxie and MMI by the undersigned as of March 27, 2000.

MOXIE TECHNOLOGIES, INC.

MMI ACQUISITION CORP.

By: 

Name:

DANIEL A. POLFER

Title:

PRESIDENT

By: _____

Name: _____

Title: _____

Florida Dept. of State Electronic Filing

Facsimile Audit No. H000000137257

MAR-29-00 WED 05:10 PM

FAX NO.

P. 05/09

Sent By: MUSICMATCH INC;

858 485 4301;

Mar-27-00 5:28PM;

Page 4/4

Florida Dept. of State Electronic Filing

Facsimile Audit No. H000000137257

7. MMI is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Moxie.

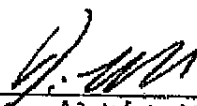
8. MMI has agreed to promptly pay to the dissenting shareholders of Moxie the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Moxie and MMI by the undersigned as of March 27, 2000.

MOXIE TECHNOLOGIES, INC.

MMI ACQUISITION CORP.

By: _____
Name: _____
Title: _____

By: 
Name: DENNIS MUDD
Title: CEO

Florida Dept. of State Electronic Filing

Facsimile Audit No. H000000137257

MAR-29-00 WED 05:10 PM

FAX NO.

P. 06/09

EXHIBIT A

Florida Dept. of State Electronic Filing
Facsimile Audit No. 000000137257

Florida Dept. of State Electronic Filing
Facsimile Audit No. 000000137257

Florida Dept. of State Electronic Filing

Facsimile Audit No. 4000000137257**PLAN OF MERGER****OF****Moxie Technologies, Inc.**
(a Florida corporation)**WITH AND INTO****MMI Acquisition Corp.**
(a Delaware corporation)

This Plan of Merger is dated effective as of March 27, 2000 by and between Moxie Technologies, Inc., a Florida corporation ("Moxie"), and MMI Acquisition Corp., a Delaware corporation ("MMI").

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Florida Business Corporation Act and the Agreement and Plan of Merger and Reorganization dated as of March 27, 2000 by and among MusicMatch, Inc., MMI and Moxie, at the Effective Time (as defined below), Moxie shall be merged with and into MMI (the "Merger"), the separate and corporate existence of Moxie shall cease, and MMI (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Delaware under its present name. (Moxie and MMI are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective as of the date of filing of the Articles of Merger (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger each share of Moxie common stock outstanding immediately prior to the Merger shall be converted into the right to receive a proportional share of \$959,000 (based on the number of shares of Moxie common stock outstanding at the Effective Time) and a fraction of a share of the Series B Preferred Stock of

MAR-29-00 WED 05:11 PM

FAX NO.

P. 08/09

Florida Dept. of State Electronic Filing

Facsimile Audit No. 40000137257

MusicMatch, Inc. equal to the Applicable Share Fraction (as defined below). The Applicable Share Fraction is a fraction having (a) a numerator equal to 100,000 and (b) a denominator equal to (i) the aggregate number of shares of Moxie common stock outstanding immediately prior to the Effective Time and (ii) the aggregate number of shares of Moxie common stock issuable pursuant to all Moxie stock options that are outstanding immediately prior to the Effective Time.

6. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

MOXIE TECHNOLOGIES, INC.

MMI ACQUISITION CORP.

By: 

Daniel A. Polfer, President

By: _____

Name: _____

Title: _____

Florida Dept. of State Electronic Filing

Facsimile Audit No. 40000137257

MAR-29-00 WED 05:11 PM

FAX NO.

P. 09/09

Sent By: MUSICMATCH INC;

858 485 4301;

Mar-27-00 5:23PM;

Page 2/4

Florida Dept. of State Electronic Filing

Facsimile Audit No. H08000137257

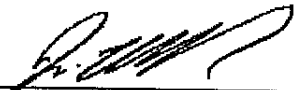
MusicMatch, Inc. equal to the Applicable Share Fraction (as defined below). The Applicable Share Fraction is a fraction having (a) a numerator equal to 100,000 and (b) a denominator equal to (i) the aggregate number of shares of Moxie common stock outstanding immediately prior to the Effective Time and (ii) the aggregate number of shares of Moxie common stock issuable pursuant to all Moxie stock options that are outstanding immediately prior to the Effective Time.

6. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

MOXIE TECHNOLOGIES, INC.

MMI ACQUISITION CORP.

By: _____
Daniel A. Polfer, President

By: 
Name: Dennis M. Weld
Title: CEO

Florida Dept. of State Electronic Filing

Facsimile Audit No. H08000137257