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FROM: EVANS & DONICA, P.A.
071445001310

ACCT#:

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

FAX #:

NAME: INVESTIN.COM SECURITIES.CORP (DELAWARE)

AUDIT NUMBER.....H98000002200

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF MERGER
Merger Sheet

MERGING:

INVESTIN.COM SECURITIES CORP., a Florida corporation, P95000064020

INTO

INVESTIN.COM SECURITIES CORP. (DELAWARE). a Delaware corporation
not qualified in Florida

File date: February 3, 1998

Corporate Specialist: Darlene Connell

02/02/98 18:08

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FROM: EVANS & DONICA, P.A.
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CONTACT: NOEL K EVANS
PHONE: (813) 221-1996
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

INVESTIN.COM SECURITIES CORP.
4100 W KENNEDY BLVD
STE 221
TAMPA, FL 33609US

SUBJECT: INVESTIN.COM SECURITIES CORP.
REF: P95000064020

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Darlene Connell
Corporate Specialist

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Letter Number: 698A00005952

H98000002200

ARTICLES OF MERGER**OF****InvestIN.com Securities Corp.,
A FLORIDA CORPORATION,****INTO****InvestIN.com Securities Corp. (Delaware),
A DELAWARE CORPORATION**FILED
98 FEB -3 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between InvestIN.com Securities Corp., a Florida corporation ("InvestIN") and InvestIN.com Securities Corp. (Delaware), a Delaware corporation ("InvestIN Delaware").

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act"), and Title 8 § 253 of the Delaware General Corporation Law (the "GCL"), InvestIN and InvestIN Delaware adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated 12/17/97 ("Plan of Merger"), between InvestIN and InvestIN Delaware was approved and adopted by the shareholders of InvestIN on 12/17/97 and was adopted by the Board of Directors of InvestIN Delaware on 1/22/98, since shareholder approval of the Plan of Merger is not required by the shareholders of InvestIN Delaware by § 607.1103(1) and § 607.1103(7) of the Act or § 228 and § 253 of the GCL.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of InvestIN's stock will be acquired by means of a merger of InvestIN into InvestIN Delaware with InvestIN Delaware the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

Herbert R. Donica, Esq.
201 E. Kennedy Boulevard, Suite 1500
Tampa, Florida 33602
Tel: (813) 221-1996
Florida Bar Number 841870
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4. Pursuant to § 607.1105(1)(b) of the Act and § 253 of the GCL, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida and the Secretary of State of Delaware, respectively.

IN WITNESS WHEREOF, the parties have set their hands this 22nd day of January, 1998.

ATTEST:


(Corporate Seal)

InvestIN.com Securities Corp.
a Florida corporation

By: 

Laurence D. Briggs
President

ATTEST:


(Corporate Seal)

InvestIN.com Securities Corp. (Delaware)
a Delaware corporation

By: 

President or Vice President
Laurence B. Briggs
President

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**SHORT FORM AGREEMENT
AND PLAN OF MERGER OF
InvestIN.com Securities Corp., A FLORIDA CORPORATION
INTO InvestIN.com Securities Corp. (Delaware), A DELAWARE CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated December 17, 1997, made by and among InvestIN.com Securities Corp., a Florida corporation ("Parent"), and InvestIN.com Securities Corp. (Delaware), a Delaware corporation ("Subsidiary") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, Parent desires to merge with and into Subsidiary, with Subsidiary being the surviving corporation (the "Merger") on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Parent owns 100% percent of Subsidiary's outstanding Common Stock; and

WHEREAS, the respective Boards of Directors of Parent and Subsidiary have determined that it is advisable that Parent be merged into Subsidiary, on the terms and conditions set forth, in accordance with § 607.1104 of the Florida Business Corporation Act (the "Act") and Title 8 § 253 of the Delaware General Corporation Law (the "GCL").

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

2. On the Effective Date, Parent shall be merged with and into Subsidiary. The separate existence of Parent shall cease at the Effective Date and the existence of Subsidiary shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Delaware.

3. The Plan of Merger has been approved by the respective Boards of both companies in accordance with Florida and Delaware Law. Parent shall deliver notice of the Merger to the remaining shareholders of both companies. Parent agrees not to file Articles of Merger with the Florida Secretary of State in accordance with the Act until at least 30 days after the notice is mailed (unless the remaining shareholders waive such notice in writing).

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, Subsidiary shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Parent, and shall be responsible and liable for all liabilities and obligations of Parent, all as more particularly set forth in the GCL.

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ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Parent's Common Stock into shares of Subsidiary Stock shall be as follows:

1. Each share of Parent's common stock (the "Parent Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of Subsidiary (the "Subsidiary Common Stock"); provided that no fractional share of Subsidiary Common Stock shall be issued or exchanged for shares of Parent Common Stock. Notwithstanding the foregoing, each share of Parent Common Stock held by Subsidiary shall, by virtue of the Merger and without any action on the part of Subsidiary, be cancelled simultaneously with the effectiveness of the Merger.

2. Former holders of Parent Common Stock who would be entitled to receive fractional shares of Subsidiary Common Stock on the Effective Date shall receive cash in an amount determined by the net book value.

3. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Parent.

ARTICLE IV

DISSENTERS' RIGHTS

Shareholders of Parent who, except for the applicability of § 607.1104(1)(a) of the Act which provides that a vote of the Parent's or Subsidiary's shareholders is not required to approve the Merger, would be entitled to vote on the Merger and who wish to dissent, are entitled, if the shareholder complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

ARTICLE V

ASSIGNMENT

If at any time Subsidiary shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Subsidiary the title to any property or rights of Parent, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Parent as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Subsidiary.

ARTICLE VI

EXPENSES

Parent shall pay all expenses of accomplishing the Merger.

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ARTICLE VII
AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of Parent may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VIII
TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of either company, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of either company. Upon termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent or Subsidiary, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 17th day of December, 1997.

PARENT:

InvestIN.com Securities Corp.
a Florida corporation

By: Laurence D. Briggs
Laurence D. Briggs, President

SUBSIDIARY:

InvestIN.com Securities Corp. (Delaware)
a Delaware corporation

By: Laurence D. Briggs
President or Vice President
Laurence D. Briggs
President

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