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095000095243

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Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

600002576086-13

-05/30/98-01047-010

****122.50 ****122.50

CORPORATION(S) NAME

3 DNET, Inc

Merged into:

3 DNET, Inc

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merge

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of P.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

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Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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THANKS

JOEY

6/30/98

Merger
6-30-98
CC

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

3DNET, INC., a Florida corporation, P95000095243

INTO

3DNET, INC.. corporation not qualified in Florida

File date: June 30, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
3DNET, INC.,
A FLORIDA CORPORATION,
INTO
3DNET, INC.,
A DELAWARE CORPORATION

FILED

98 JUN 30 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Sections 607.1104 and 607.1105, Florida Statutes, 3DNET, INC., a corporation validly formed and existing under the laws of the State of Florida, and 3DNET, INC., a corporation validly formed and existing under the laws of the State of Delaware, hereby adopt these Articles of Merger.

1. The name of the corporation surviving the merger is: 3Dnet, Inc., a Delaware corporation ("Surviving Corporation").

2. The name of the non-surviving corporation is 3Dnet, Inc., a Florida corporation ("Absorbed Corporation").

3. The Plan of Merger is set forth in Exhibit A attached hereto and made a part hereof.

4. Pursuant to the Plan of Merger, each issued and outstanding share of the Absorbed Corporation will be converted into and exchanged for a share of the Surviving Corporation.

5. The Plan of Merger was adopted by unanimous written consent of the Board of Directors of the Absorbed Corporation on June 23, 1998, as the parent corporation and approved by the written consent of the holders of a majority of the issued and outstanding shares of the Absorbed Corporation on June 23, 1998, which vote is sufficient for approval of the merger.

6. Pursuant to the provisions of Section 607.1104, Florida Statutes, the approval of the Plan of Merger is not required by the Board of Directors or the shareholders of the Surviving Corporation because the Surviving Corporation is a wholly-owned subsidiary of the Absorbed Corporation.

7. These Articles of Merger will be effective June 30, 1998.

Dated this 23rd day of June, 1998.

3DNET, INC.,
a Florida corporation

By: 
Aaron Day, President

3DNET, INC.,
a Delaware corporation

By: 
Aaron Day, President

PLAN OF REORGANIZATION AND MERGER

This PLAN OF REORGANIZATION AND MERGER ("Plan") is adopted this 23rd day of June, 1998, by 3DNET, INC., a Florida corporation (the "Absorbed Corporation"), regarding the merger with 3DNET, INC., a Delaware (the "Surviving Corporation").

Background

The Absorbed Corporation is a corporation organized and validly existing under the laws of the State of Florida, with a capitalization of 40,000,000 authorized shares of common stock, par value of \$.0001 per share ("Absorbed Common Stock"), of which 29,897,485 shares are issued and 24,056,485 are outstanding.

The Surviving Corporation is a corporation that has been organized by the Absorbed Corporation as a wholly owned subsidiary under the laws of the State of Delaware, with a capitalization of 100,000,000 authorized shares of common stock, par value of \$.0001 per share ("Surviving Common Stock"), and 10,000,000 authorized shares of preferred stock, par value \$.001 per share, of which 10,000 shares of Surviving Common Stock are issued and outstanding and owned by the Absorbed Corporation.

The Board of Directors of the Absorbed Corporation deems it desirable and in the best business interests of each of the corporations and their respective shareholders that the Absorbed Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

This reorganization is intended to be effected in one or more tax-free transactions as permitted by the Internal Revenue Code of 1986, as amended.

Terms of Plan

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

2. Terms and Conditions. On the Effective Date of the merger (as defined herein), the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, franchises, and property, real, personal and mixed, of the Absorbed Corporation without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. Business Purpose. In the judgment of the Board of Directors of the Absorbed Corporation, as the parent corporation of its wholly owned subsidiary, the Surviving Corporation, it is desirable for the corporations to undergo the reorganization set forth herein in order to reincorporate the corporation as a Delaware corporation to avail the corporation of the favorable corporate laws of Delaware in light of the corporation's desire to undertake a public offering of its securities..

4. Cancellation and Conversion of Shares.

4.1 Cancellation of Outstanding Shares of Surviving Corporation. The Surviving Corporation is a wholly-owned subsidiary corporation of the Surviving Corporation. Accordingly, on the Effective Date, each outstanding and issued share of Surviving Common Stock shall, by virtue of the merger and without further action on the part of the Absorbed Corporation, which is the holder of such shares, be automatically canceled.

4.2 Conversion of Shares of Absorbed Corporation. On the Effective Date, each one (1) share of Absorbed Common Stock outstanding on the Effective Date shall, by virtue of the merger and without further action on the part of the holder, be converted into one (1) share of Surviving Common Stock.

4.3 Conversion of Rights to Acquire Shares of Absorbed Corporation. On the Effective Date, every option, warrant or other right to acquire one (1) share of the Absorbed Common Stock outstanding on the Effective Date shall, by virtue of the merger and without further action on the part of the holder, be converted into an option, warrant, or other right to acquire shares of the Surviving Corporation having identical terms as pertained to such option, warrant, or other right to acquire shares of the Absorbed Corporation.

5. Articles of Incorporation. The certificate of incorporation of the Surviving Corporation shall continue to be its certificate of incorporation following the Effective Date, until amended pursuant to the provisions of Delaware law.

6. Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date, until amended pursuant to the provisions of Delaware law.

7. Officers and Directors. The directors and officers of the Surviving Corporation on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

8. Expenses of Merger. The Absorbed Corporation shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger.

9. Approval of Plan. This Plan of Merger shall be approved by the Board of Directors and the holders of a majority of the issued and outstanding shares of the Absorbed Corporation. Pursuant to Florida Statutes Section 607.1104, the approvals of the Board of Directors and shareholders of the Surviving Corporation to this Plan of Merger are not required to consummate the merger.

10. Effective Date of Merger. The effective date ("Effective Date") of this merger shall be June 30, 1998.

11 Dissenters' Rights.

11.1 Absorbed Corporation. Non-consenting shareholders of the Absorbed Corporation shall have such dissenter's rights as are provided in Sections 607.1301, 607.1302, and 607.1320, Florida Statutes.


11.2 Surviving Corporation. The provisions of Section 262 of the Delaware General Corporation Law and Section 1104(4), Florida Statutes, regarding dissenters' rights of non-consenting shareholders of the Surviving Corporation are not applicable because the Surviving Corporation is a wholly-owned subsidiary corporation of the Surviving Corporation.

12. Amendment/Abandonment of Plan. The Board of Directors of the Absorbed Corporation may amend this Plan at any time prior to filing Articles of Merger with the Secretary of State of Florida and at any time prior to the Effective Date by filing a Certificate of Termination of Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Absorbed Corporation has adopted this Plan of Merger as of the day and year first above written, to become effective as provided for herein.

"ABSORBED CORPORATION"

3DNET, INC., a Florida corporation

By: 
Aaron Day, President