

P96000046033

THOMAS J. VETH

**CERTIFIED PUBLIC ACCOUNTANT**

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August 4, 1999

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-08/09/99-01166-002

\*\*\*\*\*87.50 \*\*\*\*\*87.50

State of Florida  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the necessary documents for the merger of Dual Media Marketing, Inc. and Internet Global Development Corporation, both Florida corporations. Included are the following:

1. Articles of Merger
2. Plan of Merger
3. Waiver of Notice of Meeting of Board of Directors and Unanimously Consented Resolution of Dual Media Marketing, Inc.
4. Waiver of Notice of Meeting of Board of Directors and Unanimously Consented Resolution of Internet Global Development Corporation

Enclosed is my check in the amount of \$87.50 for the following:

1. \$35.00 Fee for Dual Media Marketing, Inc.
2. \$35.00 Fee for Internet Global Development Corporation
3. \$8.75 Fee for a certified copy of Certificate of Merger
4. \$8.75 Fee for Certificate of Status of Surviving Corporation

If you have any questions or require additional information, please feel free to contact my office.

Sincerely,

  
Thomas J. Veth

TJV/md

Enc.

*Merger*

B. PAYNE OCT 18 1999

99 AUG -91 AM 10: 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DUAL MEDIA MARKETING, INC., a FL corp., P98000047747

INTO

INTERNET GLOBAL DEVELOPMENT CORPORATION, a Florida entity,  
P96000046033

File date: August 9, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 17, 1999

THOMAS J. VETH  
HARTSHORNE PROFESSIONAL BLDG.  
107 MEMORIAL PKWY., RT. 36 EAST  
ATLANTIC HIGHLANDS, NJ 07716

SUBJECT: INTERNET GLOBAL DEVELOPMENT CORPORATION  
Ref. Number: P96000046033

We have received your document for INTERNET GLOBAL DEVELOPMENT CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 999A00041490

FILED

99 AUG -9 AM 10: 59

**ARTICLES OF MERGER**  
**(Profit Corporations)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

Internet Global Development Corporation	Florida
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**Second:** The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

Dual Media Marketing, Inc.	Florida
----------------------------	---------

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** Adoption of Merger by surviving corporation - The Plan of Merger was adopted by the shareholders of Internet Global Development Corporation on May 10, 1999.

**Sixth:** Adoption of Merger by merging corporation - The Plan of Merger was adopted by the shareholders of Dual Media Marketing, Inc. on May 10, 1999.

Shares of Internet Global Development Corporation pre-merger, Dual Media Marketing Inc. pre-merger, and Internet Global Development Corporation post-merger.

	Pre Merger IGDC <u>Shares</u>	Pre Merger DMMI <u>Shares</u>	Post Merger IGDC <u>Shares</u>
Andrew Knouse	250	25	275
Joseph Hansen	250	25	275
Leonard Silverman	250	0	125
Joseph Silverman	250	0	125
John Bixby	0	25	150
Thomas Veth	<u>0</u>	<u>25</u>	<u>50</u>
Total	1000	100	1000

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NOT APPLICABLE

**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Internet Global Development Corporation	Florida

**Second:** The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Dual Media Marketing Inc.	Florida

**Third:** The terms and conditions of the merger are as follows:

**(A) Business Purpose**

The following benefits substantiate the business purpose of the merger:

- (1) minimizing administrative and related overhead expenses
- (2) diversifying product lines
- (3) achieving geographical expansion of operations
- (4) improving the debt/equity ratio to achieve an improved credit position

**(B) Continuity of Interest**

All the shareholders of Dual Media Marketing Inc. will continue to hold the stock of Internet Global Development Corporation that they receive in the reorganization. The shareholders of Dual Media Marketing Inc. shall receive at least 40% of the stock of Internet Global Development Corporation.

**(C) Continuity of Business Enterprise Tests**

The business of Dual Media Marketing Inc. shall be continued to a significant extent following the reorganization. All new shareholders in Internet Global Development Corporation consent to "S" Corporate status. No pre-merger previously taxed distributions will be made to pre-merger shareholders of Internet Global Development Corporation. Income allocated during the merger year shall be made to shareholders based on their pro-rata share of stock and number of days that their stock is held.

**(D) Appropriate State Merger Forms and Filings with Appropriate State Authorities**

Attached hereto is the fully executed Articles of Merger to be filed with the Secretary of State of Florida.

**(E) Transfer of Assets and Liabilities**


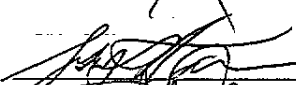

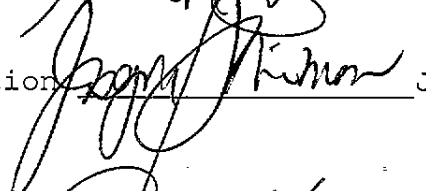

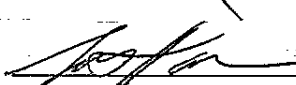
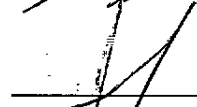

Internet Global Development Corporation will assume all assets and liabilities of Dual Media Marketing Inc. including all contingent liabilities that have not yet been asserted. Internet Global Development Corporation has performed an extensive investigation regarding contingent liabilities.

**(F) No Receipt of Cash or Other Property (Boot)**

None of the shareholders will receive property or cash in the reorganization.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	Typed or Printed Name of Individual and Title
Internet Global Development Corporation		Andrew Knouse President
Internet Global Development Corporation		Joseph Hansen
Internet Global Development Corporation		Leonard Silverman
Internet Global Development Corporation		Joseph Silverman
Dual Media Marketing, Inc.		Andrew Knouse
Dual Media Marketing, Inc.		Joseph Hansen
Dual Media Marketing, Inc.		John Bixby President
Dual Media Marketing, Inc.		Thomas Veth



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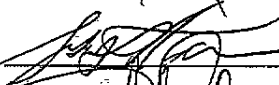
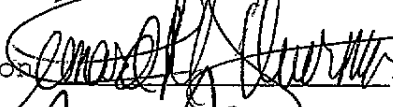
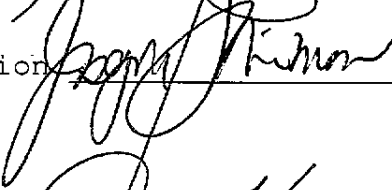

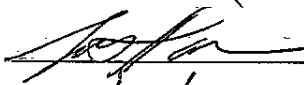
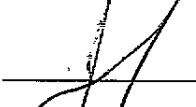

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