

P96000082118

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002774566--4

-02/15/99-01001-013

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CHERRY TREE CAPITAL CORP

MERGING INTO: NETMAXIMIZER.COM, INC.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☒ Merger

☐ Mark

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name  
Availability

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Examiner

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Verifier

Acknowledgment

W.P. Verifier

RECEIVED  
99 FEB 12 PM 4:20  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

TO

JEFFREY D. BUTTERFIELD

99 FEB 12 PM 4:33

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 16, 1999

CT CORPORATION SYSTEM  
JEFFREY D. BUTTERFIELD  
TALLAHASSEE, FL

SUBJECT: CHERRY TREE CAPITAL CORP.  
Ref. Number: P96000082118

We have received your document for CHERRY TREE CAPITAL CORP. and your check(s) totaling \$78.75. 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 plan of merger used in this document is for cross entity filings. Please use the correct form.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 499A00006839

*ATTN: TERESA BROWN  
phone Baetdelte*

99 FEB 19 PM 12:53  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CHERRY TREE CAPITAL CORPORATION, a Florida corporation,  
P96000082118

INTO

**NETMAXIMIZER.COM, INC.**, a Nevada corporation not qualified in Florida

File date: February 12, 1999

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER  
OF  
CHERRY TREE CAPITAL CORP.  
(a Florida corporation)  
INTO  
NETMAXIMIZER.COM, INC. (a Nevada corporation)

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

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

Name and Address

Jurisdiction

Netmaximizer.com, Inc.  
#602F - 1027 South Rainbow Blvd.  
Las Vegas, Nevada 89128

Nevada

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

Name and Address

Jurisdiction

Cherry Tree Capital Corp.  
7695 SW 104<sup>th</sup> Street, Suite 210  
Miami, Florida, 33156

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 the surviving corporation on February 9, 1999.

**Sixth:** Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on February 9, 1999.

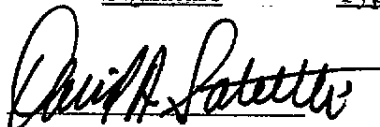
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Cherry Tree Capital Corp.



David Saltrelli, President

Netmaximizer.com, Inc.



Steven Howell, President

**FILED**  
99 FEB 12 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

(February 9, 1999)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of the State of Nevada.

**FIRST:** The exact name and jurisdiction of the parent corporation which holds 100% of the outstanding shares of the subsidiary corporation are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
Cherry Tree Capital Corp.	Florida

**SECOND:** The exact name and jurisdiction of each subsidiary corporation are:

<u>NAME</u>	<u>JURISDICTION</u>
Netmaximizer.com, Inc.	Nevada

**THIRD:** The exact name and jurisdiction of the surviving party are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
Netmaximizer.com, Inc.	Nevada

**FOURTH:** The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the effective date of the merger, each issued and outstanding share of the Parent's capital stock will constitute and will be exchangeable for one equivalent share of the Subsidiary's capital stock. The Subsidiary will issue one share of its capital stock to the holders of each share of the Parent's capital stock on the surrender of any certificates therefore to the Subsidiary. Stockholders will not be required to exchange their share certificates.

**FIFTH:** If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon the surrender of any certificates is as follows:

See the Fourth Item above.

**SIXTH:** If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid fair value of their shares.

**SEVENTH:** Other provisions, if any, relating to the merger:

On the effective date of the merger Cherry Tree Capital Corp. (a Florida corporation)(the "Parent") will cease to exist and Netmaximizer.com, Inc. (a Nevada corporation)(the "Subsidiary") will be the surviving corporation, assuming all obligations and obtaining all rights of the Parent. The Subsidiary will have the same amount of capital stock issued and outstanding as the Parent had at the effective date of the merger (other than 10 shares of the common stock of the Subsidiary issued to the Parent which will be transfer to the name of the Subsidiary), the same officers and directors as the Parent and the same general corporate purpose as the Parent.

Amendment to Articles of Incorporation of Surviving Corporation: None.

*(Attach additional sheet(s) if necessary)*