

P96020082259

Senate Research  
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NOV - 4 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Fiera.com, Inc  
(Corporation Name) (Document #)

2. +  
(Corporation Name) (Document #)

3. Fiera Inc  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☒ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 NOV - 3 AM 11:01  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

C. COULLETTE NOV 0 4 1999

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIERA, INC., a Florida corporation, P96000082259

INTO

**FIERA.COM, INC.**, a Delaware corporation not qualified in Florida.

File date: November 3, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 3, 1999

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: FIERA, INC.  
Ref. Number: P96000082259

We have received your document for FIERA, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Be sure the manner of adoption is also included in your document somewhere as it is not showing in the documents we are returning to you.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 699A00053123

RECEIVED  
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DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

OF

FIERA.COM, INC.

AND

FIERA, INC.

FILED  
99 NOV -4 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law and Section 607.1105 of the Florida Statutes, the undersigned hereby certify that:

1. Fiera, Inc., a Florida corporation ("Fiera-Florida"), shall be merged with and into Fiera.com, Inc., a Delaware corporation ("Fiera-Delaware"), and Fiera-Delaware shall be the Surviving Corporation (the "Merger").
2. The Merger shall become effective on the day that this Certificate of Merger has been filed by the Secretary of State of Delaware and the Secretary of State of Florida (the "Effective Date").
3. The Certificate of Incorporation of Fiera-Delaware as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.
4. The Agreement and Plan of Merger dated as of September 3, 1999 (the "Merger Agreement"), pursuant to which the Merger shall be accomplished was adopted by the shareholders of Fiera-Florida by written consent dated as of September 3, 1999, and by the Board of Directors of Fiera-Delaware by written consent dated as of September 3, 1999. The approval by the shareholders of Fiera-Delaware was not required.
5. An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation at 1770 Bay Road, Miami Beach, Florida 33139, and a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of either Fiera-Florida or Fiera-Delaware.
6. The authorized capital stock of Fiera-Florida is 100,000,000 million shares of common stock, \$.001 par value per share.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Fiera-Florida and Fiera-Delaware by their respective authorized officer as of October 29, 1999.

FIERA, INC., a Florida corporation

By: 

Manuel Montero, President

FIERA.COM, INC., a Delaware corporation

By: 

Manuel Montero, President

## AGREEMENT AND PLAN OF MERGER

OF

FIERA, INC.

AND

FIERA.COM, INC.

This Agreement and Plan of Merger dated as of September 3, 1999, is made by and between FIERA, INC., a corporation organized and existing under the laws of the State of Florida ("Fiera" or a "Constituent Corporation"), and FIERA.COM, INC., a corporation organized and existing under the laws of the State of Delaware ("Fiera.com," the "Surviving Corporation" or a "Constituent Corporation").

### RECITALS

Pursuant to this Agreement and Plan of Merger, Fiera shall be merged with and into Fiera.com (the "Merger") and, incident to the Merger, all the issued and outstanding shares of the common stock of Fiera shall be converted into shares of the common stock of Fiera.com and all the issued and outstanding shares of Fiera shall be cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding shares of Fiera into shares of Fiera.com, and such other terms and conditions as may be required or desired and permitted. The Board of Directors of Fiera and the Board of Directors of Fiera.com deem the Merger desirable and in the best interests of its shareholder and each Director has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its respective shareholders for their approval.

### AGREEMENT

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

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Agreement and Plan of Merger, the Florida Business Corporation Act and the Delaware General Corporation Law, Fiera shall be merged with and into Fiera.com, which shall be the Surviving Corporation, and the separate existence of Fiera shall cease. Fiera.com, as the Surviving Corporation, shall possess and retain every interest in all assets and properties of every description and wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. All obligations due to each of the Constituent Corporations shall be vested in the Surviving

Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

2. The Certificate of Incorporation of Fiera.com as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.

3. The By-Laws of Fiera.com as in effect on the Effective Date shall remain in effect and be the By-Laws of the Surviving Corporation.

4. The Board of Directors and officers of Fiera.com at the Effective Date shall be the Board of Directors and officers of the Surviving Corporation, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Fiera shall be converted into issued and outstanding shares of the common stock of the Surviving Corporation at the ratio of one (1) share of common stock of Fiera to one (1) share of common stock of the Surviving Corporation, with the effect that the 39,227,100 outstanding shares of common stock of Fiera shall be converted into 39,227,100 shares of the common stock of the Surviving Corporation and each issued and outstanding share of Fiera prior to the Effective Date shall be cancelled.

6. The Merger shall become effective on the day that the Articles of Merger of the Constituent Corporations have been filed by the Secretary of State of Florida and the Secretary of State of Delaware (the "Effective Date").

7. This Agreement and Plan of Merger may be abandoned by action of the Board of Directors of either Constituent Corporation at any time prior to the Effective Date if, in the judgment of the Board of Directors of either Constituent Corporation, the Merger would be impracticable due to the number of dissenting shareholders asserting rights under Florida Statutes Sections 607.1301, 607.1302 and 607.1320.

IN WITNESS WHEREOF, Fiera and Fiera.com have caused this Agreement and Plan of Merger to be signed in their corporate names by their respective authorized officers as of the day and year first above written.

FIERA, INC., a Florida corporation

By: 

Manuel Montero, President

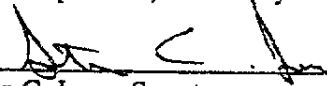
FIERA.COM, INC., a Delaware corporation

By: 

Manuel Montero, President

The undersigned, Steven C. Jones, Secretary of Fiera, Inc., a Florida corporation, does hereby certify that this Agreement and Plan of Merger was adopted by the shareholders of Fiera, Inc. by written consent of the majority of shareholders dated September 3, 1999.

Witness my hand and the seal of the Corporation, this 3<sup>rd</sup> day of September 1999.

  
\_\_\_\_\_  
Steven C. Jones, Secretary

The undersigned, Steven C. Jones, Secretary of Fiera.com, Inc., a Delaware corporation, does hereby certify that this Agreement and Plan of Merger was adopted pursuant to the unanimous written consent of the shareholders dated September 3, 1999.

Witness my hand and the seal of the Corporation, this 3<sup>rd</sup> day of September 1999.

  
\_\_\_\_\_  
Steven C. Jones, Secretary