

P96000091017



FILED

01 MAY 18 PM 4:18

ACCOUNT NO. : 072100000032

REFERENCE : 153943 7272138

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 17, 2001

ORDER TIME : 2:55 PM

ORDER NO. : 153943-015

CUSTOMER NO: 7272138

CUSTOMER: Mr. Jonathan Star
Johathan Star
46 Scarlet Lane

000004243560--2
-05/18/01--01007--002
*****70.00 *****70.00

Hurleyville, NY 12747

ARTICLES OF MERGER

*****FILE SECOND*****

WEBFACE, INC.

INTO

BANDWIDTH TECHNOLOGY CORP.

*Merger
5-22-01
MS*

RECEIVED
DEPT. OF STATE
DIVISION OF CORPORATIONS
2001 MAY 17 PM 3:52
TO AGENCY FOR
SUFFICIENCY OF FILING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

May 17, 2001

CSC

TALLAHASSEE, FL

SUBJECT: WEB FACE, INC.
Ref. Number: P96000091017

We have received your document for WEB FACE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(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.

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) 487-6957.

Doug Spitzer
Document Specialist

Letter Number: 001A00030394

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEB FACE, INC., a Florida corporation, P96000091017

INTO

BANDWIDTH TECHNOLOGY CORP., a New York entity not qualified in Florida.

File date: May 18, 2001

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF WEB FACE, INC. INTO
BANDWIDTH TECHNOLOGY CORP.**

FILED

01 MAY 18 PM 4:18

Pursuant to Section 607.1105 of the Business Corporation Act: **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

We, the undersigned, being respectively the President and Secretary of Webface, Inc. and the President and Secretary of Bandwidth Technology Corp., certify that:

1. The name of each constituent corporation is as follows: Webface, Inc. and Bandwidth Technology Corp. The name of the surviving corporation is Bandwidth Technology Corp.
2. Webface, Inc. has 9,998 shares of common stock, par value \$.00 per share, outstanding, all of which are entitled to vote. Bandwidth Technology Corp. has 200 shares of common stock, par value \$.00 per share, all of which are entitled to vote.
3. The effective date of the merger is July 17, 1998.
4. Webface, Inc. was incorporated on, and its Certificate of Incorporation was filed by the Department of State of the State of Florida on November 4, 1996. Bandwidth Technology Corp. was incorporated on, and its Certificate of Incorporation was filed by the Department of State of the State of New York on July 2, 1998.
5. The merger was authorized by written action of the holders of a majority of the shares of Webface Inc. entitled to vote thereon. The Plan of Merger was adopted by the shareholder(s) of each corporation on July 17, 1998.

IN WITNESS WHEREOF, we have made and subscribed this Article of Merger and affirm the same as true and correct under the penalties of perjury this 20 day of July, 1998.

WEBFACE, INC.

BANDWIDTH TECHNOLOGY CORP.

Jonathan Star
Jonathan Star, President

Jonathan Star
Jonathan Star, President

Erwhin Romer
Erwhin Romer, Secretary

Erwhin Romer
Erwhin Romer, Secretary

PLAN OF MERGER

Plan of Merger, dated as of July 1, 1998, among WEB FACE, INC., a Florida corporation and Bandwidth Technology Corp., a New York corporation.

- 1) WEB FACE, INC. and Bandwidth Technology Corp. shall merge. Bandwidth Technology Corp. shall be the surviving corporation. The separate corporate existence of WEB FACE, INC. shall cease on the effective date of the merger.
- 2) The terms and conditions of the proposed merger are:
 - (a) the capital stock of Bandwidth Technology Corp. is wholly owned by Bandwidth Holdings Corp.,
 - (b) Bandwidth Technology Corp. holds 9,998 shares of the common stock of Bandwidth Holdings Corp., which is all of the issued and outstanding shares of Bandwidth Holdings Corp.
 - (c) there are 9,998 shares outstanding of common stock of WEB FACE, INC.
 - (d) As of the time of merger, there will not be, and as of the date hereof there are, no existing options, warrants, calls, subscriptions, or other rights or other agreements or commitments obligating Bandwidth Technology Corp. or Bandwidth Holding Corp. to issue, transfer or sell any shares of capital stock of Bandwidth Technology Corp. or Bandwidth Holdings Corp. All issued and outstanding shares of Bandwidth Technology Corp. and Bandwidth Holding Corp. are validly issued, fully paid, nonassessable and free and clear of any preemptive rights with respect thereto.
 - (e) Upon the event of the merger, each issued and outstanding share of WEB FACE, INC. shall be exchanged for one share of Bandwidth Holdings Corp. theretofore held by Bandwidth Technology Corp.
 - (f) In consequence of the merger, the shareholders of WEB FACE, INC., except those exercising dissenters' rights as provided by law, will become the shareholders of Bandwidth Holdings Corp., and WEB FACE, INC. will be merged into Bandwidth Technology Corp., and thereby become a wholly-owned subsidiary of Bandwidth Holdings Corp.
- 3) The shares of WEB FACE, INC. shall be converted into shares of Bandwidth Holdings Corp. on a one-for-one basis. Each share of common stock of WebFace issued and outstanding immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be exchanged for one validly issued, fully paid and nonassessable share of common stock of Bandwidth Holdings Corp. currently owned by Bandwidth Technology Corp.
- 4) Dissenting Shares: Shares of WEB FACE, INC. which are issued and outstanding immediately prior to the merger and which are held by shareholders who do not vote such shares in favor of the merger and who comply with the provisions of the Florida Business Corporation Act (the "FBCA"), regarding the rights of dissenting shareholders, Sections 607.1301, 607.1302 and 607.1320 of the FBCA, shall not be converted into or be exchange for the right to receive shares of Bandwidth Holdings Corp., unless and until such holders fail to perfect or effectively withdraw or lose their rights to appraisal and payment under the FBCA. If such holder fails to perfect or effectively withdraw or loses such right, his shares shall thereupon be deemed to have been converted into and to have become exchangeable for.

at the time of merger, the right to receive shares of Bandwidth Holdings Corp. without any interest thereon.

- 5) Directors and Officers: at the time of merger, the Board of Directors of the Bandwidth Technology Corp. shall remain as the Board of Directors of the surviving corporation.
- 6) Future Benefits programs: at the time of merger, Bandwidth Technology Corp., as surviving corporation, shall continue to employ all individuals of each merging corporation on the same terms and conditions as the terms and conditions applicable to each employee immediately prior to the merger. The foregoing is not intended to obligate the surviving corporation to continue the employment of any employee after the merger or for any specific period.
- 7) Amendments to, or restatement of, the articles of incorporation of Bandwidth Technology Corp.: the Certificate of Incorporation and By-laws of Bandwidth Technology Corp., as in effect at the time of merger, shall be the Certificate of Incorporation and By-laws of the surviving corporation.
- 8) The merger shall be effective on the date by which the shareholders of WEB FACE, INC. adopt the Plan of Merger. The merger shall be consummated by the delivery to the Department of State of the State of New York (the "Department") of a certificate of merger (the "NY Certificate"), in such form as is required by, signed and verified in accordance with the New York Business Corporation Law (the "NYBCL") and the filing by the Department of the NY Certificate. Within twenty (20) days after the NY Certificate is filed, the surviving corporation Bandwidth Technology Corp. shall cause a copy of the NY Certificate, certified by the Department, to be filed pursuant to §904(b) of the NYBL. Further, Bandwidth Technology Corp. shall cause the articles of merger to be filed with the Florida Department of State pursuant to §607.1105 of the Florida Business Corporation Statute. The merger shall have the effects set forth in Section 906 of the NYBCL.
- 9) Authority relative to this Plan of Merger: Bandwidth Technology Corp. has full corporate power and authority to execute and deliver this Plan of Merger and to consummate the transactions contemplated hereby. The execution and delivery of this Plan of Merger and the consummation of the transactions contemplated hereby have been duly and validly authorized by the Board of Directors of Bandwidth Technology Corp., and no other corporate proceedings on the part of Bandwidth Technology corp. are necessary to authorize this Plan of Merger or to consummate the transactions so contemplated. This Plan is subject to the approval of the Board of Directors and a majority of the shareholders of WEB FACE, INC.