

P96000093088

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS 800002865498--8
DATE: 5-6-99 -05/06/99--01073--012
REF. #: 0262.6691 *****78.75 *****78.75
CORP. NAME: Community, Inc

RECEIVED
MAY - 6 PM 1:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

<input type="checkbox"/> ARTICLES OF INCORPORATION	<input type="checkbox"/> ARTICLES OF AMENDMENT	<input type="checkbox"/> ARTICLES OF DISSOLUTION
<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> TRADEMARK/SERVICE MARK	<input type="checkbox"/> FICTITIOUS NAME
<input type="checkbox"/> CERT. OF AUTHORITY	<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> LIMITED LIABILITY
<input type="checkbox"/> REINSTATEMENT	<input checked="" type="checkbox"/> MERGER	<input type="checkbox"/> WITHDRAWAL
<input type="checkbox"/> CERTIFICATE OF CANCELLATION	<input type="checkbox"/> UCC-1	<input type="checkbox"/> UCC-3
<input type="checkbox"/> OTHER: _____		

FILED
99 MAY - 6 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 4850 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY ☐ CERTIFICATE OF STATUS ☐ PLAIN STAMPED COPY

Examiner's Initials _____

5/6/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

VCOMMUNITY, INC., a Florida corporation P97000096037

INTO

BUZZBRAIN.COM, INC., a Florida corporation, P96000093088

File date: May 6, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

99 MAY -6 PM 4:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These **ARTICLES OF MERGER** (the "Articles") are made and entered into this 6th day of May, 1999, by and between **vCOMMUNITY, INC.**, a Florida corporation (sometimes referred to in these Articles as "vCom"), and **BUZZBRAIN.COM, INC.**, a Florida corporation (sometimes referred to as "LCI" or the "Surviving Corporation"). Either vCom or LCI may sometimes be individually referred to herein as a "Constituent Corporation," and vCom and LCI may sometimes be collectively referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and their respective stockholders that vCom be merged with and into LCI, and that LCI merge vCom with and into itself, as authorized by the laws of the State of Florida, specifically, pursuant to Section 607.1101, Florida Statutes, and under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants and provisions hereinafter contained, have agreed and do hereby agree each with the other that vCom be merged with and into LCI and that LCI merge vCom with and into itself pursuant to the provisions of Section 607.1101, Florida Statutes, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Articles of Merger.

These Articles are filed pursuant to Section 607.1105, Florida Statutes. Pursuant to the Florida Business Corporation Act, upon the effectiveness of these Articles and after filing with the Department of State of the State of Florida, vCom shall be, and it hereby is, merged with and into LCI, and LCI shall, and it hereby does, merge vCom with and into itself (the "Merger").

ARTICLE I PLAN OF MERGER

The Merger is provided for in an Agreement and Plan of Merger between the Constituent Corporations and others, of even date herewith ("Plan of Merger"). The terms of the Plan of Merger are as follows:

1. The Merger. At the Effective Time, vCom shall be merged with and into LCI in accordance with the provisions of the Plan of Merger and of Florida law. At the Effective Time, the separate corporate existence of vCom shall cease, and LCI shall be the surviving corporation resulting from the Merger. The corporate existence of LCI shall continue unaffected and unimpaired by the

Merger, and LCI shall have all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, which it had prior to the Merger, and shall be subject to all the duties and liabilities of corporations organized under the law of the State of Florida. In addition, all assets, rights, privileges, immunities and franchises of vCom shall become the rights, privileges, immunities and franchises of LCI.

2. Terms of Merger.

(a) *Articles of Incorporation.* Pursuant to the Merger, the Articles of Incorporation of LCI in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until otherwise amended in accordance with applicable law.

(b) *Bylaws.* Pursuant to the Merger, the Bylaws of LCI in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until otherwise amended in accordance with applicable law.

(c) *Directors and Officers.* From and after the Effective Time, the following persons shall be the directors and officers of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation:

PERSON

OFFICE/DIRECTOR

Daniel Doyle

Chief Executive Officer/member
and Chairman of the Board

Tom Wallace

President/Director

Alexander F. Hern

Director

R.S. Leonard, Jr.

Director/Secretary

(d) *Corporate Name.* From and after the Effective Time, the corporate name of the Surviving Corporation shall be "BUZZBRAIN.COM, INC."

3. Merger Consideration: Manner of Converting Shares

(a) *Merger Consideration.* At the Closing, LCI shall deliver the following to the vCom Stockholders: 10,962,500 shares of LCI common stock (the "Merger Consideration").

(b) *Conversion of vCom Common Stock.* Subject to the provisions of this Section 4, at the Effective Time, by virtue of the Merger and without any action on the part of the stockholders of vCom, all of the shares of vCom Common Stock issued and outstanding at the Effective Time shall be automatically converted into the right to receive their pro rata share of the Merger Consideration; and after the Effective Time, no share of vCom Common Stock shall be deemed to be outstanding or to have any rights other than those set forth in this section.

(c) *LCI Common Stock.* At and as of the Effective Time, each issued and outstanding share of common stock of LCI shall remain one share of such common stock of the Surviving Corporation.

ARTICLE II EFFECTIVE TIME

These Articles and the Merger shall be effective as of the date and time of filing of these Articles with the Department of State of the State of Florida (the "Effective Time"), provided that all fees and taxes required by the laws of the State of Florida have been paid.

ARTICLE III APPROVAL OF MERGER

(a) The stockholders of vCom approved and adopted these Articles of Merger and the Plan of Merger on May 4, 1999.

(b) The sole stockholder of LCI approved and adopted these Articles of Merger and the Plan of Merger on May 5, 1999.

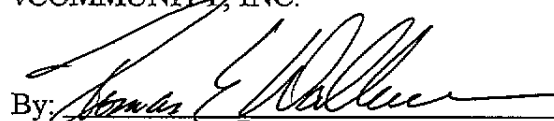
(c) The Board of Directors of LCI unanimously approved and adopted these Articles of Merger on May 5, 1999, and the Board of Directors of vCom unanimously approved and adopted these Articles of Merger on May 4, 1999.

IN WITNESS WHEREOF, each of the undersigned Constituent Corporation has caused these Articles of Merger to be executed and acknowledged in its name by its president or vice president and attested by its secretary or assistant secretary, in accordance with the laws of the State of Florida, all on the day and year first above written.

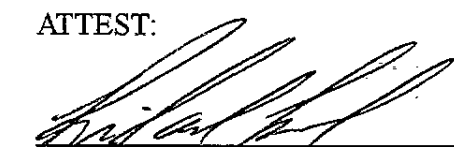
ATTEST:


THOMAS E. WALLACE, Secretary

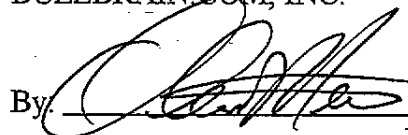
vCOMMUNITY, INC.

By: 
THOMAS E. WALLACE, President

ATTEST:


RICHARD S. LEONARD, Secretary

BUZZBRAIN.COM, INC.

By: 
_____, President