

Document Number Only

P97000020348

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

97 SEP 24 PM 3:45
SECRET
TALLAHASSEE, FLORIDA

K and H, Inc.

Merged into:

US Web Acquisition Corporation III

000002302210--6

03/24/97-01062--008

*****70.00 *****70.00

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

9/24/97

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

Merger

CRG 9/29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

97 SEP 26 PM 2:41

DIVISION OF CORPORATION

September 24, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: KANDH, INC.
Ref. Number: P97000020348

We have received your document for KANDH, 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):

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

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 897A00047379

Walk-In
Pick-Up
9/26/97

* Please backdate filing
to: September 24th

Thanks!

Title
Articles : Plan of Merger

ARTICLES AND PLAN OF MERGER

FILED
97 SEP 24 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger, dated as of August 29, 1997 ("Articles"), are made and entered into by USWeb Acquisition Corporation 111, a Delaware corporation ("Acquisition Corporation" or the "Surviving Corporation"), and KandH, Inc., a Florida corporation (the "Company"), with the Company and Acquisition Corporation being herein collectively referred to as the "Constituent Corporations."

RECITALS

A. USWeb Corporation, a Utah corporation ("USWeb"), directly owns all of the outstanding shares of capital stock of Acquisition Corporation.

B. The Constituent Corporations and USWeb entered into an Agreement and Plan of Reorganization dated as of August 29, 1997 (the "Agreement and Plan of Reorganization"), providing for certain representations, warranties and agreements in connection with the transactions contemplated.

C. The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and in the best interests of the stockholders of the Constituent Corporations that the Company be acquired by USWeb through a merger ("Merger") of Acquisition Corporation with Company (with Acquisition Corporation surviving).

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

ARTICLE I

The Constituent Corporations

1.01 (a) The Company was incorporated under the laws of the State of Florida on March 5, 1997.

(b) The Company is authorized to issue an aggregate of 1,000 shares of Common Stock, \$1.00 par value ("Common Stock").

(c) On August 29, 1997, an aggregate of 1,000 shares of \$1.00 par value Common Stock were issued and outstanding. No shares of Preferred Stock are issued or outstanding.

1.02 (a) Acquisition Corporation was incorporated under the laws of the State of Delaware on July 7, 1997.

(b) Acquisition Corporation is authorized to issue an aggregate of 1,000 shares of Common Stock, \$.001 par value ("Acquisition Corporation Stock").

(c) On the date hereof, an aggregate of 1,000 shares of Acquisition Corporation Stock are outstanding.

ARTICLE II

The Merger

2.01 (a) The Merger shall become effective as to Acquisition Corporation at any time after 4:00 p.m., Delaware time, on the date ("Effective Time of Merger") this Agreement is appropriately filed with the Secretary of State of Delaware pursuant to Section 252 of the Delaware General Corporation Law. Under Florida law, the Merger shall be effective as of the Effective Time of Merger upon the filing of such documents as are required pursuant to Section 607.1105 of the Florida Business Corporation Act.

(b) The Articles has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 607.1105 of the Florida Business Corporation Act. The plan of merger was adopted by the shareholders of the Company, on August 29, 1997, and was adopted by the shareholders of the Acquisition Corporation on August 29, 1997.

(c) At the Effective Time of the Merger, the Company shall be merged into Acquisition Corporation and the separate corporate existence of the Company shall thereupon cease. Acquisition Corporation shall be the surviving corporation in the Merger and the separate corporate existence of Acquisition Corporation with all its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the Merger.

2.02 (a) The Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities and franchises of the Company, all of the properties and assets of the Company and all of the debts, chooses in action and other interests due or belonging to the Company and shall be subject to, and responsible for, all of the debts, liabilities and obligations of the Company with the effect set forth in the Delaware General Corporation Law.

(b) If, at any time after the Effective Time of the Merger, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of the Company acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or to otherwise carry out these Articles, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments and

assurances and to take and do, in the name and on behalf of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out these Articles.

ARTICLE III

Certificate of Incorporation, Bylaws, And Directors And Officers Of The Surviving Corporation

3.01 At the Effective Time, the Certificate of Incorporation of USWeb Acquisition Corporation III, shall remain unchanged in its current form.

3.02 The Bylaws of the Acquisition Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended.

3.03 The directors of Acquisition Corporation shall be the initial directors of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified.

3.04 The officers of Acquisition Corporation shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

ARTICLE IV

Manner and Basis of Converting Shares Of The Constituent Corporations

4.01 As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of Company capital stock:

(a) Each share of Company capital stock issued and outstanding immediately prior to the Effective Time will be canceled and extinguished and be converted automatically into 454.872 shares of USWeb Common Stock as is determined by the Agreement and Plan of Reorganization.

(b) At the Effective Time, any and all options, warrants or similar rights to purchase Company Common Stock then outstanding shall be canceled and of no further force or effect.

(c) No fraction of a share of USWeb Common Stock will be issued, but in lieu thereof each holder of shares of Company capital stock who would otherwise be entitled to a fraction

of a share of USWeb Common Stock (after aggregating all fractional shares of USWeb Common Stock to be received by such holder) shall receive from USWeb the number of shares otherwise issued or issuable, rounded to the nearest whole share, with one-half share or more being rounded up.

(d) Promptly after the Effective Time, the Surviving Corporation shall cause to be mailed to each holder of record of a certificate or certificates (the "Certificates") which immediately prior to the Effective Time represented outstanding shares of Company capital stock whose shares were converted into the right to receive shares of USWeb Common Stock pursuant to Section 4.01(a), (i) a letter of transmittal (which shall specify that delivery shall be effected, and risk of loss and title to the Certificates shall pass, only upon delivery of the Certificates to the Exchange Agent and shall be in such form and have such other provisions as USWeb may reasonably specify) and (ii) instructions for use in effecting the surrender of the Certificates in exchange for certificates representing shares of USWeb Common Stock. Upon surrender of a Certificate for cancellation to the Exchange Agent or to such other agent or agents as may be appointed by USWeb, together with such letter of transmittal, duly completed and validly executed in accordance with the instructions thereto, the holder of such Certificate shall be entitled to receive in exchange therefor a certificate representing the number of whole shares of USWeb Common Stock which such holder has the right to receive pursuant to Section 4.01, and the Certificate so surrendered shall forthwith be canceled. Until so surrendered, each outstanding certificate that, prior to the Effective Time, represented shares of Company Capital Stock will be deemed from and after the Effective Time, for all corporate purposes, other than the payment of dividends, to evidence the ownership of the number of full shares of USWeb Common Stock into which such shares of Company capital stock shall have been so converted.

4.02 All USWeb Common Stock delivered upon the surrender for exchange of shares of Company capital stock in accordance with the terms hereof shall be deemed to have been delivered in full satisfaction of all rights pertaining to such shares of Company capital stock. There shall be no further registration of transfers on the stock transfer books of the Surviving Corporation of the shares of Company capital stock which were outstanding immediately prior to the Effective Time of the Merger. If, after the Effective Time of the Merger, certificates are presented to the Surviving Corporation for any reason, they shall be canceled and exchanged as provided in this Article IV.

ARTICLE V

Termination And Amendment

5.01 Notwithstanding the approval of these Articles by the stockholders of Company and Acquisition Corporation, these Articles may be terminated at any time prior to the Effective Time of the Merger by mutual agreement of the Boards of Directors of Company and Acquisition Corporation.

5.02 Notwithstanding the approval of these Articles by the stockholders of Company and Acquisition Corporation, these Articles shall terminate forthwith in the event that the Agreement and Plan of Reorganization shall be terminated as therein provided.

5.03 In the event of the termination of these Articles as provided above, these Articles shall forthwith become void and there shall be no liability on the part of either Company or Acquisition Corporation or their respective officers or directors, except as otherwise provided in the Agreement and Plan of Reorganization.

5.04 These Articles may be amended by the parties hereto at any time before or after approval hereof by the stockholders of either Company or Acquisition Corporation, but, after any such approval, no amendment shall be made which by law requires the further approval of the stockholders of either Company or Acquisition Corporation without obtaining such further approval. These Articles may not be amended except by an instrument in writing signed on behalf of each of the parties hereto. All terms in these Articles shall have the same meaning given in the Agreement and Plan of Reorganization unless otherwise defined herein.


ARTICLE VI

Counterparts

These Articles may be executed in counterparts.

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date first written above.

KANDH, INC.

By: 
Dan Kempka, President

By: _____
Richard Hornstrom, Secretary

USWEB ACQUISITION CORPORATION 111


By: _____
Joseph Firmage, President

By: _____
Joseph Firmage, Secretary

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