



THE UNITED STATES  
CORPORATION  
COMPANY

P97000025182

99 OCT -6 PM 4:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 399912 4332563

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70

ORDER DATE : October 5, 1999

ORDER TIME : 3:34 PM

ORDER NO. : 399912-010

CUSTOMER NO: 4332563

CUSTOMER: Robert B. Macaulay, Esq.  
Mitrani Rynor Adamsky  
2200 Suntrust International  
One Southeast Third Avenue  
Miami, FL 33131

merger &  
name change

000003008060--0

ARTICLES OF MERGER

VCN ACQUISITION CORP.

INTO

VCN VIRTUAL COMMUNITY  
NETWORK, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

for  
10/7/99

RECEIVED  
99 OCT -6 PM 4:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING:

VCN ACQUISITION CORP., a Florida corporation P99000088633

INTO

VCN VIRTUAL COMMUNITY NETWORK, INC. which changed its name to  
**MYCITY.COM, INC.**, a Florida entity, P97000025182.

File date: October 6, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032 Account charged: 70.00

PLAN AND ARTICLES OF MERGER  
VCN ACQUISITION CORP.,  
A FLORIDA CORPORATION,  
INTO  
VCN VIRTUAL COMMUNITY NETWORK, INC.,  
A FLORIDA CORPORATION

99 OCT -6 PM 4:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|-------------|-------------------------------|
|-------------|-------------------------------|

|                                     |         |
|-------------------------------------|---------|
| VCN Acquisition Corp.               | Florida |
| VCN Virtual Community Network, Inc. | Florida |

SECOND: That a plan of merger between the parties to the Merger has been approved and adopted by the board of directors of each of the Constituent Corporations in accordance with the requirements of Florida law and that, upon filing this document with the Secretary of State of Florida, the Merger shall be effective (the "Effective Time").

THIRD: The surviving corporation of the Merger is VCN Virtual Community Network, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: The Surviving Corporation hereby amends Articles I and V of its Articles of Incorporation as follows:

Article I shall read as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is MyCity.com, Inc. Its business mailing address is 1111 Lincoln Road, Suite 390, Miami Beach, Florida 33139.

Article V shall read as follows:

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$.001 per share.

FIFTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) Corporate Existence.

(1) From and after the Effective Time, VCN Virtual Community Network, Inc. (the "Acquiror") as the Surviving Corporation shall continue its corporate existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes of action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time, (i) the Articles of Incorporation and By-laws of the Acquiror, as amended herein, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation subject to any subsequent amendments; and (ii) the members of the Board of Directors and officers of the Acquiror holding office immediately prior to the Effective Time shall remain as the members of the Board of Directors and officers of the Surviving Corporation, each to serve subject to the Surviving Corporation's by-laws.

(b) Conversion of Securities

As of the Effective Time and without any action on the part of the Constituent Corporations or the holders of any of the securities of either of these corporations each of the events set forth below shall occur.

(1) Each of the shares of common stock of Acquiror issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one share of common stock of MyCity.com Holdings, Inc., a Delaware Corporation ("Parent"), and each option, warrant or convertible security outstanding immediately prior to the Effective Time providing for the issuance of Acquiror's common stock upon exercise or conversion shall be converted into an identical option, warrant or convertible security providing for the issuance of the same amount of Parent common stock.

(2) All such shares of Acquiror common stock shall no longer

be outstanding and shall automatically be cancelled and shall cease to exist, and each certificate previously evidencing any such shares shall thereafter represent the right to receive certificates evidencing such number of shares of Parent common stock into which such shares of Acquiror common stock were converted. The holders of such certificates previously evidencing shares of Acquiror common stock outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares of Acquiror common stock except as otherwise provided herein or by law;

(3) Any shares of Acquiror common stock held in the treasury of Acquiror immediately prior to the Effective Time shall automatically be canceled and extinguished without any conversion thereof and no payment shall be made with respect thereto; and

(4) Each outstanding share of common stock of VCN Acquisition Corp. ("Acquiree") shall be converted at the Effective Time into one share of common stock of the Surviving Corporation.

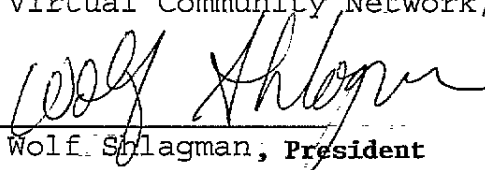
SIXTH: The Merger was approved as follows:

(a) The plan of Merger set forth herein (the "Plan") was approved by a majority in interest of the shareholders of the Acquiror by written consent as of October 4, 1999, pursuant to Section 607.0704 of the Florida Business Corporation Act.

(b) The Plan was approved by the sole shareholder of Acquiree by written consent on October 4, 1999, pursuant to Section 607.0704 of the Florida Business Corporation Act.

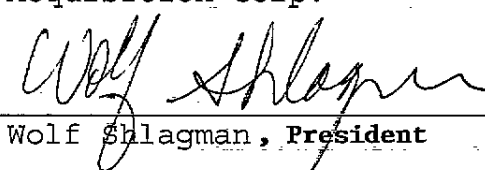
VCN Virtual Community Network, Inc.

By:

  
Wolf Shlagman, President

VCN Acquisition Corp.

By:

  
Wolf Shlagman, President