

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

MERGER OR SHARE EXCHANGE

C-NET, INC.

Certificate of Status	0
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Page Count	05
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99 MAY 11 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUMO, INC., a Florida corporation, document number P97000048344

INTO

CNET, INC., a Delaware corporation not qualified in Florida.

File date: May 11, 1999

Corporate Specialist: Karen Gibson

File date: May 11, 1999

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 1999

SUMO INC.
10001 NW 50TH ST
STE 111
SUNRISE, FL 33351US

SUBJECT: SUMO INC.
REF: P97000048344

Att: Karen
A hand-drawn five-pointed star symbol.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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

FAX Aud. #: H99000011187
Letter Number: 999A00025756

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ARTICLES OF MERGER
OF
SUMO, INC.
AND
CNET, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging Sumo, Inc., a Florida corporation with and into CNET, Inc., a Delaware corporation.

2. The stockholders of Sumo, Inc. entitled to vote on the Plan of Merger approved and adopted the Plan of Merger by written consent given by them on April 30, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Sumo, Inc. with and into CNET, Inc. is permitted by the laws of the jurisdiction of organization of CNET, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the board of directors of CNET, Inc. was April 28, 1999. No shareholder approval was required.

4. The merger shall be effective upon filing of these Articles of Merger with the Department of State.

5. The principal office of the surviving entity, CNET, Inc., a Delaware corporation is 150 Chestnut Street, San Francisco, CA 94111.

6. The surviving entity appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Sumo, Inc.

Richard H. Breit, Esq.
Fl. Bar # 283436
3111 Stirling Rd.
Fort Lauderdale, FL 33312
954.985.4111

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7. The surviving entity agrees to promptly pay to any dissenting shareholders of Sumo, Inc. any amounts to which they may be entitled under Section 607.1302.

Executed on April 30, 1999.

8. The Articles of Merger comply and were executed in accordance with the laws of the State of Florida and the laws of the State of Delaware.

SUMO, INC.

By: 

Name: Douglas N. Woodrum
Title: Vice President

CNET, INC.

By: 

Name: DOUGLAS N WOODRUM
Title: CFO

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") adopted on April 30, 1999 by resolution of the Board of Directors of Sumo, Inc., a business corporation organized under the laws of the State of Florida, and adopted on April 28, 1999 by resolution of the Board of Directors of CNET, Inc., a business corporation organized under the laws of the State of Delaware.

The names of the corporations planning to merge are Sumo, Inc., a business corporation organized under the laws of the State of Florida, and CNET, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Sumo, Inc. plans to merge is CNET, Inc.

1. Sumo, Inc. and CNET, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of CNET, Inc., be merged with and into a single corporation, to wit, CNET, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Sumo, Inc., which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said Surviving Corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Corporation.

3. The bylaws of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the Non-Surviving Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 2,347.42 shares of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective

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time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The Plan of Merger herein made and approved shall be submitted to the stockholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Corporation.

7. In the event that the Plan of Merger shall have been approved by the stockholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Surviving Corporation, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger as herein provided.

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