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P97000048554

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GLOBAL VILLAGE COMPUTING, INC.  
AUDIT NUMBER.....H98000023354

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

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TALLAHASSEE, FLORIDA

Merger  
12/17/98  
DC

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

- GLOBAL VILLAGE COMPUTING, INC., a Florida corporation, P94000007309

INTO

**DIGIHOST, INC.**, a Florida corporation, P97000048554.

File date: December 17, 1998

Corporate Specialist: Darlene Connell

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12:22 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 17, 1998

DIGIHOST, INC.  
10030 W MCNAB RD  
TAMARAC, FL 33321

SUBJECT: DIGIHOST, INC.  
REF: P97000048554

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.

The FAX audit number must be on the top and bottom of each page of the document.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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. #: H98000023354  
Letter Number: 998A00059303

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 15, 1998

VIGIHOST, INC.  
10030 W MCNAB RD  
TAMARAC, FL 33321

SUBJECT: DIGIHOST, INC.  
REF: P97000048554

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.

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

Articles of Merger involving a Florida or Foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. Please correct your document accordingly.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000023354  
Letter Number: 698A00059155

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ARTICLES OF MERGER OF GLOBAL VILLAGE COMPUTING, INC.

INTO  
DIGIHOST, INC.

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, GLOBAL VILLAGE COMPUTING, INC., a Florida corporation and DIGIHOST, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging GLOBAL VILLAGE COMPUTING, INC. into DIGIHOST, INC.:

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of GLOBAL VILLAGE COMPUTING, INC. into DIGIHOST, INC. is attached to these Articles as an exhibit.

ADOPTION OF PLAN

2. The Plan of Merger was approved by the board of directors of GLOBAL VILLAGE COMPUTING, INC. and DIGIHOST, INC. at special meetings of their respective Board of Directors held on September 15, 1998, and the approvals of the shareholders of GLOBAL VILLAGE COMPUTING, INC. and DIGIHOST, INC. have been obtained.

3. There are 100 shares of common stock of GLOBAL VILLAGE COMPUTING, INC. currently issued and outstanding all of which are owned by David Geier.

4. There are 100 shares of common stock of DIGIHOST, INC. currently issued and outstanding of which all of which are owned by David Geier.

EFFECTIVE DATE

5. The Plan of Merger shall be effective as of October 1, 1998, or if required by law on the filing of these Articles with the Department of State of Florida but in no event later than ninety days after the date of filing.

PURPOSE OF MERGER

6. It is advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation for the purpose of simplifying and otherwise reducing or eliminating financial books, business records, Federal and State Corporate Income and Excise Tax Returns, banking facilities, office and related business facilities, clerical and support staff and administration related thereto.

BINDING EFFECT

7. This Agreement shall be binding upon the shareholder of both corporations, and the Boards

Prepared by: Mark B. Goldstein  
One Boca Place #236W

Boca Raton, FL 33431 FBN-705276  
(561) 989-9955

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of Directors and Officers of each corporation.

### GOVERNING LAW

8. This Agreement shall be governed by the laws of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed this 17th day of September, 1998.

GLOBAL VILLAGE COMPUTING, INC., a  
Florida Corporation

By: [Signature]  
DAVID GEIER, President

DIGIHOST, INC., a Florida Corporation

By: [Signature]  
DAVID GEIER, President

STATE OF FLORIDA:

COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me this 17 day of September, 1998, by David Geier, President of Global Village Computing, Inc. and Digihost, Inc. who ( ) is personally known to me, or (X) has produced a Florida Drivers License as identification, and who ( ) did, or (X) did not take an oath.

[Signature]  
Notary Public

My commission expires:

Stuart M. Golant  
Printed Notary Signature

THIS INSTRUMENT PREPARED BY:  
Mark B. Goldstein, Esquire  
Mark B. Goldstein, P.A.  
One Boca Place, Suite 236W  
Boca Raton, Florida 33431  
Florida Bar Number 705276  
Telephone (561) 989-9955



STUART M. GOLANT  
My Commission CC443792  
Expires Mar. 07, 1999  
Bonded by HAI  
800-422-1655

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## PLAN OF MERGER

Plan of merger dated this 15th day of September, 1998 by and between Digihost, Inc., a Florida Corporation, (hereinafter referred to as DIGIHOST and/or the surviving corporation) and Global Village Computing, Inc., a Florida Corporation, (hereinafter referred to as "GLOBAL" and/or the absorbed corporation).

### STIPULATIONS

A. DIGIHOST is a corporation organized and existing under the laws of the State of Florida, with its principal office located at 10030 West McNab Road, Tamarac, Broward County, Florida.

B. GLOBAL is a corporation organized and existing under the laws of the State of Florida with its principal office located at 10030 West McNab Road, Tamarac, Broward County, Florida.

D. DIGIHOST has a capitalization of 10,000 authorized shares of \$1.00 par value Common stock of which 100 shares are issued and outstanding to the following named individual:

David Geier- 100 shares

E. GLOBAL has a capitalization of 1000 authorized shares of \$1.00 par value Common stock of which 100 shares are issued and outstanding to the following named individual:

David Geier- 100 shares

The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that GLOBAL be merged into DIGIHOST pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

G. The Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of simplifying and otherwise reducing or eliminating financial books, business records, Federal and State Corporate Income and Excise Tax Returns, banking facilities, office and related business facilities, clerical and support staff and administration related thereto.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. GLOBAL shall merge with and into DIGIHOST, which shall be the surviving corporation. DIGIHOST shall be the corporation continuing after the merger, and the separate existence of GLOBAL shall cease on the Effective Date of this Agreement.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed

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corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The Shareholders of DIGIHOST and GLOBAL hereby consent and agree as to the following exchange and conversion of stock in the absorbed corporation, for shares in the acquiring corporation:

David Geier- 100 shares

(b) The conversion shall be effected as follows: After the effective date of the merger, if shares have been issued, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

**Section Four. Changes in Articles of Incorporation.** The articles of incorporation of DIGIHOST shall continue to be its articles of incorporation following the effective date of the merger.

**Section Five. Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**Section Six. Directors and Officers.** The directors and officers of the surviving corporation as of the effective date of the merger shall be as follows:

President, Secretary, Treasurer and Director-David Geier.

**Section Seven. Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

**Section Eight. Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before at such other time as to which the boards of directors of the constituent corporations may agree.

**Section Nine. Effective Date of Merger.** The effective date of this merger shall be the date when

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articles of merger are filed by the Florida Department of State.

**Section Ten. Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

**Section Eleven. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

GLOBAL VILLAGE COMPUTING, INC.,  
a Florida Corporation

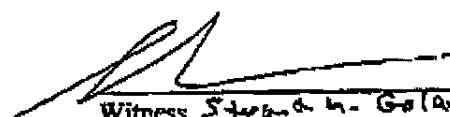
By:   
DAVID GEIER, PRESIDENT

  
Witness Stuart M. Golans

\_\_\_\_\_  
Witness

DIGIHOST, INC.,  
a Florida Corporation

By:   
DAVID GEIER, PRESIDENT

  
Witness Stuart M. Golans

\_\_\_\_\_  
Witness

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