



THE UNITED STATES
CORPORATION
COMPANY

P97000054013

ACCOUNT NO. : 072100000032

REFERENCE : 340793 7146642

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 78.75

FILED
99 AUG 13 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 13, 1999

ORDER TIME : 11:07 AM

ORDER NO. : 340793-005

100002959611--0

CUSTOMER NO: 7146642

CUSTOMER: Michael D. Harris, Esq
Michael Harris, P.a.
Suite 550
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

ARTICLES OF MERGER

GREYSTONE CREDIT, INC.

INTO

WHODOO.COM, INC.

* File first *

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

APR
8/16/99

RECEIVED
99 AUG 13 PM 12:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

GREYSTONE CREDIT, INC., a Florida corporation P97000054013

INTO

WHOODOO.COM, INC., a Delaware corporation not qualified in Florida

File date: August 13, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER

The undersigned corporations desiring to merge pursuant to Sections 607.1104 through 607.1107 of the Florida Business Corporation Act (the "FBCA") adopt these Articles of Merger this 27 day of July, 1999.

Article I - Parties - Surviving Corporation

Greystone Credit, Inc., a Florida corporation (the "Parent"), and its wholly-owned subsidiary, whOOdoo.com, inc., a Delaware corporation (the "Subsidiary"), through its Board of Directors have adopted an Agreement and Plan of Merger on July 27, 1999 and hereby adopt these Articles of Merger. The name of the surviving corporation is whOOdoo.com, inc.

Article II - Plan of Merger

The Agreement and Plan of Merger is attached as Exhibit A hereto.

Article III - Effective Date

The merger of the Parent with and into the Subsidiary shall become effective upon the filing of these Articles with the Florida Secretary of State.

Article IV - No Shareholder Approval Required

Pursuant to Section 607.1104 of the FBCA, no shareholder approval is required to effect this merger.

Article V - Outstanding Shares

As of the Effective Date of the merger, all outstanding shares of common stock of the Subsidiary held by the Parent shall be cancelled.

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Article VI - Conversion of Shares

RESOLVED, that on the Effective Date, the Subsidiary shall issue to the holders of the common stock of the Parent one fully-paid and non-assessable share of the Subsidiary's common stock for each share of common stock of the Parent outstanding on the Effective Date. It is further

Article VII - Mailing of Plan of Merger

The Subsidiary has waived the requirement of mailing the Plan of Merger under Section 607.1104(2) of the FBCA.

IN WITNESS HEREOF, the parties hereto have set their hands and seals the day and year first above written.

whOOdoo.com, inc.,
a Delaware corporation

By: 

Paulo Mylla, President

Greystone Credit, Inc.,
a Florida corporation

By: 

Paulo Mylla, President

AGREEMENT AND PLAN OF MERGER

This Plan of Merger is made this 27 day of July, 1999 by and between Greystone Credit, Inc., a Florida corporation (the "Parent Corporation"), and its wholly-owned subsidiary, whOOdoo.com, inc., a Delaware corporation (the "Subsidiary Corporation"), said corporation being sometimes hereinafter collectively referred to as "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that the Parent Corporation be merged with and into the Subsidiary Corporation under the laws of the State of Florida in the manner provided therefore pursuant to Sections 607.1101 through 607.1107 of the Florida Business Corporation Act (the "FBCA"), and under the laws of the State of Delaware in the manner provided therefore pursuant to Section 253 of the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein, the Constituent Corporations do hereby agree to merge upon the terms and conditions below stated.

1. **Agreement to Merger.** The Constituent Corporations hereby agree that the Parent Corporation shall be merged with and into the Subsidiary Corporation (hereinafter sometimes referred to as the "Surviving Corporation").

2. **Name of Merged Corporation.** The name of the Surviving Corporation shall be whOOdoo.com, inc.

3. **Certificate of Incorporation.** The Certificate of Incorporation of the Subsidiary Corporation shall continue to be the certificate of the Surviving Corporation as it is presently filed.

4. **Effective Date of Agreement.** This Agreement shall become effective as of the date hereof, and the merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of Florida (the "Merger Effective Date"). Upon the Merger Effective Date, all shares of the Subsidiary Corporation owned by the Parent Corporation shall be cancelled.

5. **Conversion of Shares.** On the Merger Effective Date, the Surviving Corporation shall issue to the holders of the common stock of the Parent Corporation one fully paid and non-accessible share of the Surviving Corporation's common stock for each share of common stock of the Parent Corporation outstanding on the Merger Effective Date.

7. **Assets and Liabilities.** All assets and liabilities of the Parent Corporation shall become assets and liabilities of the Subsidiary Corporation.

8. **Waiver of Mailing.** The Subsidiary Corporation expressly waives the requirement of Section 707.1104(2) of the FBCA that it be mailed a copy of the Plan of Merger.

WE, THE UNDERSIGNED, HEREBY ACKNOWLEDGE that we have read the foregoing Certificate of Merger and affirm and acknowledge under penalty of perjury that the instrument is the act and deed of the corporation, and that all facts contained therein are true and correct.

whOOdoo.com, inc.,
a Delaware corporation

By: _____

Paulo Mylla, President

Greystone Credit, Inc.,
a Florida corporation

By: _____

Paulo Mylla, President