

Sticky Web Inc.

P97000066824

Louise Jackson
Secretary of State
Division of Corporations/Mergers

11-15-00

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-11/17/00--01082--002
*****70.00 *****17.50

Louise,

200003469042--8
-11/17/00--01082--003
*****70.00 *****70.00

Enclosed in **package #1** are the Articles of Merger between e-Possibility.com, Inc. and Sticky Web, Inc. and the Plan and Agreement of Merger with respect to the same. The Plan and Agreement of Merger is attached as exhibit "A".

In the Articles of Merger 4.1 we have changed the surviving corporation name to Sticky Web, Inc. Please file the contents of this package upon receiving them.

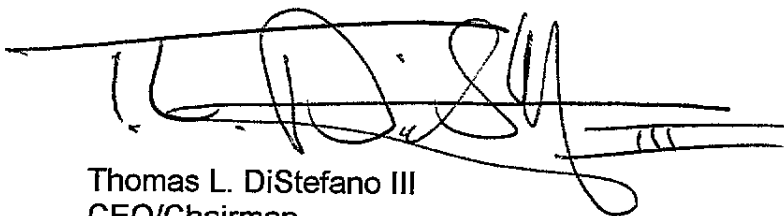
Enclosed in **package #2** are the Articles of Merger between Sticky Web, Inc. (new surviving corporation name) and The Perfect Web Corp. and StrategicByte, Inc. and the Plan of Merger with respect to the same. Also, enclosed are:

Articles of Amendment
To
Articles Of Incorporation
Of
Sticky Web, Inc.

The amended articles are attached as Exhibit "A". Please file the contents of **package #2** after the contents of **package #1** have been filed.

Thank you for All your help with respect to this matter.

Respectfully,



Thomas L. DiStefano III
CEO/Chairman
Sticky Web, Inc.

Merger/nc
LFS

11-17-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 17 PM 12:57

4 11 East Atlantic Ave #3-6, Delray Beach, Florida, 33483 561-265-1621-office 561-265-3834-fax

www.mystickyweb.com

ARTICLES OF MERGER
Merger Sheet

MERGING:

STICKY WEB, INC., a Florida corporation (Document #P00000087424)

INTO

E-POSSIBILITY.COM, INC. which changed its name to

STICKY WEB, INC., a Florida entity, P97000066824

File date: November 17, 2000

Corporate Specialist: Louise Flemming-Jackson

Sticky Web Inc.

Louise Jackson
Secretary of State
Division of Corporations/Mergers
850-487-6897-fax

11-16-00

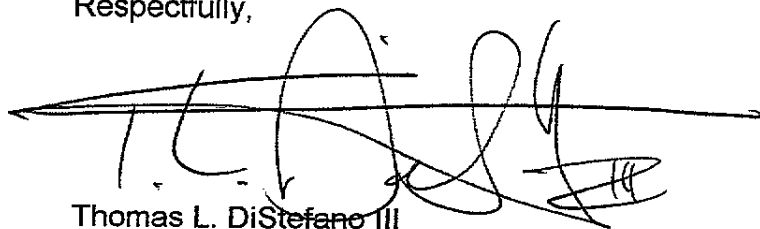
Louise,

Enclosed in this fax is the changed October 30, 2000 Plan And Agreement of Merger.

Also included are the new November 14, 2000 Articles Of Merger and Plan of Merger.

You will receive original signed copies of the new November 14, 2000, Articles Of Merger and Plan of Merger via Fed Ex tomorrow Friday November 17, 2000.

Respectfully,

A handwritten signature in black ink, appearing to read 'T. DiStefano III', written over a horizontal line.

Thomas L. DiStefano III
CEO/Chairman
Sticky Web, Inc.

ARTICLES OF MERGER

OF

**E-POSSIBILITY.COM, INC.
(a Florida corporation)**

AND

**STICKY WEB, INC.
(a Florida corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 17 PM 12:57

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned hereby certify that:

1. The names of the corporations which are parties to the merger (the "Merger") are e-Possibility.com, Inc., a Florida corporation ("Surviving Corporation"), and Sticky Web, Inc., a Florida corporation ("Corporation").

2. The name of Surviving Corporation shall be "Sticky Web, Inc."

3. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State (the "Effective Time").

4. The Articles of Incorporation of Surviving Corporation immediately following the Effective Time shall be amended and restated as set forth 4.1.

4.1. Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of in-corporation:

First: Amendment adopted:

ARTICLE I

Name

Sticky Web, Inc.

5. The Plan of Merger, pursuant to which Corporation shall be merged with and into Surviving Corporation, was adopted by the Members of the Board of Directors of Corporation by written action without a meeting on October 30, 2000 and the Plan of Merger was adopted by the Sole Shareholder of the Corporation by written action without a meeting on October 30, 2000.

6. The Plan of Merger, pursuant to which Corporation shall be merged with and into Surviving Corporation, was adopted by the Board of Directors of Surviving Corporation at a meeting held on October 30, 2000, and the Plan of Merger was adopted by the Shareholders of Surviving Corporation at a meeting on October 30, 2000.

7. The Agreement and Plan of Merger by and among Corporation, Surviving Corporation and certain other parties thereto dated as of October 30, 2000, is attached hereto as Exhibit "A."

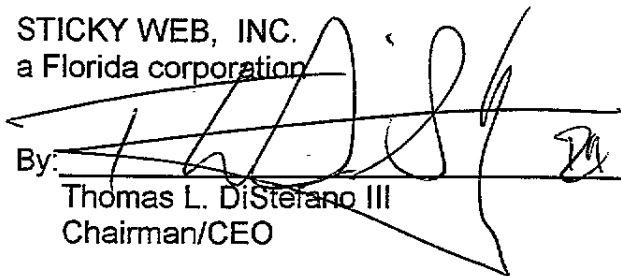
NOW THEREFORE, each of e-Possibility.com, Inc., a Florida corporation, and Sticky Web, Inc., a Florida corporation, has caused these Articles of Merger to be executed and effective this 30 day of October, 2000.

E-POSSIBILITY.COM, INC.
a Florida corporation

By: 

Thomas L. DiStefano III
Chairman/CEO

STICKY WEB, INC.
a Florida corporation

By: 

Thomas L. DiStefano III
Chairman/CEO

Exhibit "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (hereinafter referred to as this "Agreement") dated as of October 30, 2000, is made and entered into by and between e-Possibility.com, Inc., a Florida corporation ("Company") and Sticky Web, Inc., a Florida corporation ("Newco").

W-I-T-N-E-S-S-E-T-H:

WHEREAS, the Company is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, Newco is a wholly-owned subsidiary of the Company, having been incorporated in Florida on September 13, 2000, and

NOW THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that Newco shall be merged into Company (the "Merger") upon the terms and conditions hereinafter set forth.

ARTICLE I

Merger

On October 30, 2000, or as soon as practicable thereafter, Newco shall be merged into the Company, the separate existence of Newco shall cease and the Company shall continue to exist under the name of "Sticky Web, Inc.," by virtue of, and shall be governed by, the laws of the State of Florida. The address of the registered office of Sticky Web, Inc. in the State of Florida will be 411 East Atlantic Ave. #6, Delray Beach, Florida, 33483.

ARTICLE II

Articles of Incorporation of Sticky Web, Inc.

The Articles of Incorporation of the Company shall remain the same without change unless and until amended in accordance with applicable law.

ARTICLE III

By-Laws of the Company

The By-Laws of the Company shall be the By-Laws of Newco as in effect on the date hereof without change unless and until amended or repealed in accordance with applicable law.

ARTICLE IV

Effect of Merger on Stock of Constituent Corporation

4.01. On the Effective Date, all the outstanding shares of Newco common stock, \$.001 par value ("Newco Common Stock") shall be converted into one share of the Company's common stock, \$.001 par value ("Company Common Stock").

4.02. All options and rights to acquire Newco Common Stock under or pursuant to any options which are outstanding on the Effective Date of the Merger will automatically be voided and no longer exist.

ARTICLE V

Corporate Existence of Company; Liabilities of Company

5.01. On the Effective Date, the separate existence of the Newco shall cease. Newco shall be merged with and into Company in accordance with the provisions of this Agreement. Thereafter Company shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the parties to this Agreement; the rights, privileges, powers and franchises of Newco and the Company, and all property, real, personal and mixed, and all debts due to each of them on whatever account, shall be vested in Company; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter in effect the property of Company, as they were of the respective constituent entities, and the title to any real estate whether by deed or otherwise vested in Newco, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of Newco, shall be preserved unimpaired, and all debts, liabilities and duties of Newco shall thenceforth attach to the Company, and may be enforced against it to the same extent as if said debts, liabilities and duties had been originally incurred or contracted by it.

5.02. Newco agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds, assignments and other instruments, and will take or cause to be taken such further or other action as the Company may deem necessary or desirable in order to vest in and confirm to the Company title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest, of Newco and otherwise to carry out the intent and purposes of this Agreement.

ARTICLE VI

Officers and Directors of Newco

Upon the Effective Date, the officers and directors of the Company shall be officers and directors of Newco in office at such date, and such persons shall hold office in accordance with the By-Laws of the Company or until their respective successors shall have been appointed or elected.

ARTICLE VII

Approval by Shareholders; Amendment; Effective Date

7.01. This Agreement and the Merger contemplated hereby are subject to approval by the requisite vote of shareholders in accordance with applicable Florida law. As promptly as practicable after approval of this Agreement by shareholders in accordance with applicable law, duly authorized officers of the respective parties shall make and execute Articles of Merger and a Certificate of Merger and shall cause such documents to be filed with the Secretary of State of Florida and the Secretary of State of Florida, respectively, in accordance with the laws of the State of Florida. The effective date of the Merger shall be the date on which the Merger becomes effective under the laws of Florida ("Effective Date").

7.02. The Board of Directors of the Company and Newco may amend this Agreement at any time prior to the Effective Date.

ARTICLE VIII

Termination of Merger

This Agreement may be terminated and the Merger abandoned at any time prior to the filing of this Agreement with the Secretary of State of Florida, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of the Company and Newco.

ARTICLE IX

Miscellaneous

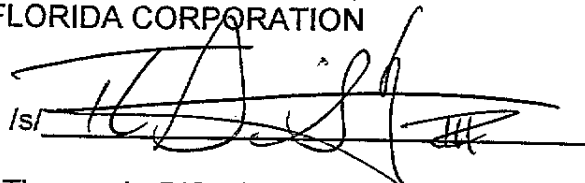
In order to facilitate the filing and recording of this Agreement, this Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all such counterparts shall together constitute one and the same instrument.

[signatures on following page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers, all as of the day and year first above written.

E-POSSIBILITY.COM, INC.,
A FLORIDA CORPORATION

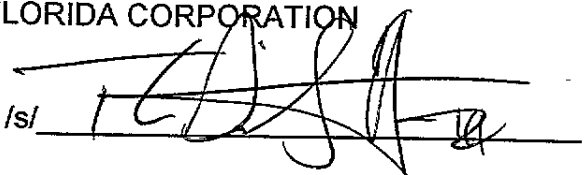
By: /s/

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Thomas L. DiStefano III, Chairman/CEO

STICKY WEB, INC.,
A FLORIDA CORPORATION

By: /s/

A handwritten signature in black ink, appearing to read 'T. DiStefano III', is written over a horizontal line.

Thomas L. DiStefano III, Chairman/CEO