Sticky Web Inc.

P97000066824

Louise Jackson
Secretary of State
Division of Corporations/Mergers

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Louise,

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,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 17 PM 1:05

merger
LJ
11-17-2000

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

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:

THE PERFECT WEB CORPORATION, a Florida corporation (Document #P0000005253)

STRATEGICBYTE, INC., a Florida corporation (Document #P00000036957)

INTO

STICKY WEB, INC., a Florida entity, P97000066824

File date: November 17, 2000

Corporate Specialist: Louise Flemming-Jackson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

Sticky Web, Inc.

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction
Sticky Web, Inc.	**Florida**

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction
The Perfect Web Corporation	**Florida**
StrategicByte, Inc.	**Florida**

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by **surviving** corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on November 14, 2000.

Sixth: Adoption of Merger by **merging** corporations. The Plan of Merger was adopted by the shareholders of the merging corporations on November 14, 2000.

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
The Perfect Web Corporation		**Thomas L. DiStefano III/Pres./Chairman**
StrategicByte, Inc.		**Thomas L. DiStefano III/Pres./Chairman**
Sticky Web, Inc.		**Thomas L. DiStefano III/Pres./Chairman**

Date: **November 14, 2000**

PLAN OF MERGER

Sticky Web, Inc.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction
Sticky Web, Inc.	**Florida**

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction
The Perfect Web Corporation	**Florida**
StrategicByte, Inc.	**Florida**

Third: The terms and conditions of the Merger are as follows:

75% (seventy five percent) of The Perfect Web Corporation will merge with and into the surviving corporation at the Effective Date. Sticky Web, Inc. shall be the corporation surviving the Merger (the surviving corporation). 25% (twenty five percent) of the total capital stock of The Perfect Web Corporation remains owned and managed by Thomas L. DiStefano III.

100% (one hundred percent) of StrategicByte, Inc. will merge with and into the surviving corporation at the Effective Date. Sticky Web, Inc. shall be the corporation surviving the Merger (the surviving corporation).

Forth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Conversion of The Perfect Web Corporation (PWEB-Merging) Shares. At and as of the Effective Date, (A) each PWEB-Merging Share shall be converted into one (1) surviving corporation Share.

Conversion of StrategicByte, Inc. (SBYT-Merging) Shares. At and as of the Effective Date, (A) each SBYT-Merging Share shall be converted into one (1) surviving corporation Share.

All options and rights to acquire merging corporations Common Stock under or pursuant to any options which are outstanding on the Effective Date of the Merger will automatically be converted into equivalent options and rights to purchase that whole number of shares of surviving corporation Common Stock into which the number of shares of merging corporation Common Stock subject to such options immediately prior to the Effective Date would have been converted in the merger had such options and rights been exercised immediately prior thereto. The option price per share of surviving corporation Common Stock shall be the option price per share of merging corporations Common Stock in effect prior to the Effective Date. All plans or agreements of merging corporations under which such options and rights are granted or issued shall be continued and assumed by Company unless and until amended or terminated in accordance with their respective terms.

Fifth: Amendments to the articles of incorporation of the surviving corporation are attached as exhibit "A".

Date: November 14, 2000.

Exhibit "A"

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STICKY WEB, INC.

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 V
CAPITAL STOCK

The Capital Stock of the Company consists of an aggregate of 50,000,000 authorized shares in treasury. The authorized shares of the Company consist of the following:

25,000,000 shares of Common stock issued and outstanding, .001 par value per share.

5,000,000 shares of blank check preferred stock.

Shall be Changed to:

100,000,000 authorized shares in treasury.

40,000,000 shares of Common stock issued and outstanding, .001 par value per share.

5,000,000 shares of blank check preferred stock.

Second: The date of the amendment adoption:

November 14, 2000.

Third: Adoption of Amendments

The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 14th day of November, 2000.

Signature

Thomas L. DiStefano III
Chairman/CEO