

P970000 72970

CAPITAL CONNECTION, INC.

• 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Valu Sales, Inc.

100003197741--5

-04/06/00--01010--013

*****70.00 *****70.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File Photo

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

G. COULLETTE APR 12 2000

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

FILED
APR 12 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
APR -6 AM 10:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 7, 2000

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: SEPTEMBER PROJECT II CORP.

Ref. Number: P97000072970

We have received your document for SEPTEMBER PROJECT II CORP. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 500A00019037

Corrected

A hand-drawn smiley face with two dots for eyes and a curved line for a mouth, enclosed in a circle.

RECEIVED
00 APR 12 AM 10:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

VALUSALES, INC., a Florida corporation, P99000025485

INTO

SEPTEMBER PROJECT II CORP., a Florida entity, P97000072970.

File date: April 12, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

**ValuSales, Inc.
(a Florida corporation)**

INTO

**September Project II Corp.
(a Florida corporation)**

FILED
00 APR 12 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1105 of the Florida Business Corporation Act, ValuSales, Inc. and September Project II Corp., both Florida corporations, certify that:

First: The name and state of the constituent corporations of the merger are:

ValuSales, Inc. A Florida corporation, and
September Project II Corp. A Florida corporation

Second: An agreement and plan of merger dated December 1, 1999, between ValuSales, Inc. and September Project II Corp. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by shareholders of each constituent corporations in accordance with the requirements of section 607.1101 of the Florida Business Corporation Act.

Third: The name of the corporation that survives the merger is September Project II Corp. (the "surviving corporation"), which will immediately change its name to ValuSales.Com, Inc.

Fourth: The certificate of incorporation of September Project II Corp. is the certificate of incorporation of the surviving corporation.

Fifth: The executed Merger Agreement is on file at the office of the surviving corporation located at 7695 S.W. 104th Street, Suite 210, Miami, FL 33131.

Sixth: The surviving corporation will furnish a copy of the Merger Agreement upon request and without charge to any stockholder of any constituent corporation.

Seventh: This certificate of merger is effective when it is filed in the office of the Secretary of State of the State of Florida.

WHEREFORE, the undersigned has caused this certificate to be executed this 1st day of December, 1999.

ValuSales, Inc.

September Project II Corp.

By: V. Jeffrey Harrell
V. Jeffrey Harrell, President

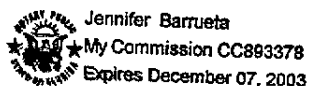
By: E. P. Littman
Eric P. Littman, President

STATE OF FLORIDA
COUNTY OF DADE

Sworn to and subscribed before me this 1st day of December 1999, by V. Jeffrey Harrell as President of ValuSales, Inc, and Eric P. Littman as President of September Project II Corp. who are personally known to me or who provided an identification.

Commission Expires:

J. B.
Notary Public



Plan and
MERGER AGREEMENT

This agreement of merger is made this 1st day of December, 1999, by and between September Project II Corp., a Florida corporation with its principal place of business at 7695 S.W. 104th Street, Suite 210, Miami, FL 33131 ("the Surviving Corporation"), and ValuSales, Inc., a Florida corporation with its principal place of business at 10242 NW 47th Street, Suite 12, Miami, FL 33351 ("the Absorbed corporation").

RECITALS

1. September Project II Corp. is a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 7695 S.W. 104th Street, Suite 210, Miami, FL 33131.

2. September Project II Corp. has a capitalization of 50,000,000 authorized shares of common stock, having a par value of \$.001 per share, of which 5,000,000 shares are issued.

3. ValuSales, Inc. is a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 10242 NW 47th Street, Suite 12, Sunrise, FL 33351.

4. ValuSales, Inc. has a capitalization of 50,000,000 authorized shares of common stock, having a par value of \$.001 per share, of which 5,000,000 shares are issued and outstanding.

5. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that ValuSales, Inc. be merged into September Project II Corp. in accordance with Florida Statute 607.1101 in order that the corporation qualify as a "reorganization" within the meaning of Section

368(a)(1)(A) of the Internal Revenue Code and Florida Statute 607.1101.

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

SECTION ONE - MERGER

6. ValuSales, Inc. shall merge into September Project II Corp., which shall be the surviving corporation.

SECTION TWO - TERMS AND CONDITIONS

7. 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 corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter 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.

8. On the effective date, the separate existence of ValuSales, Inc. shall cease, and September Project II Corp. shall be fully vested in Prostahelp Inc.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Florida Statute 607.1106.

9. If at any time after the effective date September Project II Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this agreement, the appropriate officers of September Project II Corp. or ValuSales, Inc., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of

September Project II Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to vest, perfect, confirm, or record such title thereto in September Project II Corp., or to otherwise carry out the provisions of this agreement.

10. After the effective date of the merger, each holder of certificates for shares of ValuSales, Inc. shall surrender them to September Project II Corp. in such manner as September Project II Corp. shall legally require. On receipt of such certificates, September Project II Corp. shall issue and exchange therefor certificates for shares of September Project II Corp., representing the number of shares of such stock to which such holder is entitled as provided for herein. Holders of certificates of shares of ValuSales, Inc. shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for such shares in the surviving corporation.

SECTION THREE - CONVERSION OF SHARES

11. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

A. With each share of ValuSales, Inc. owned prior to the Merger, such shareholder will receive 1 share of September Project II Corp.

B. All shares of September Project II Corp. stock into which shares of ValuSales, Inc. stock shall have been converted and become exchangeable for pursuant to

this agreement shall be deemed to have been paid in full satisfaction of such converted shares.

C. Fractional shares of September Project II Corp. stock will not be issued. Former holders of ValuSales, Inc. stock who would be entitled to receive fractional shares of September Project II Corp. on the effective date, if any, shall receive in lieu thereof cash in an amount determined as follows: one dollar (\$1.00) for each fractional share.

SECTION FOUR - ARTICLES OF INCORPORATION

12. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

SECTION FIVE - BY-LAWS

13. The by-laws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX - DIRECTORS AND OFFICERS

14. The directors and officers of the surviving corporation as of the date of the merger, shall be:

V. Jeffrey Harrell	President and CEO	
Peter G. Fisher	Executive Vice President,	Treasurer
Jonathan B. Silverstein	Vice President, Secretary	

SECTION SEVEN - APPROVAL OF SHAREHOLDERS

15. This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held at such time as the boards of directors of the constituent corporations

may agree.

SECTION EIGHT - EFFECTIVE DATE

16. The effective date of this merger shall be the date when a certificate of merger is filed with the Florida Secretary of State.

SECTION NINE - ABANDONMENT OF MERGER

17. This agreement 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 shareholders of either of the constituent corporations, or

B. If, in the judgment of the board of directors of either of the constituent corporations, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

SECTION TEN - EXECUTION OF AGREEMENT

18. This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

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

ValuSales, Inc.

September Project II Corp.

By:

V. Jeffrey Hume
W. Jeffrey Hume, Pres

5

[Signature]
Eric P. Litton, Pres. II