

Document Number Only

P97000093763

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002835198--1  
-04/12/99--01002--007  
\*\*\*\*245.00 \*\*\*\*245.00

World Interactive Network, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                       |   |   |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Fict. Filing           | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> UCC-1 UCC-3        |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
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Thanks, Melanie

APR 9 1999

To: Annette Riosay

Please call w/ Amy Rickhaus.

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**Merger Sheet**

**MERGING:** -----

**WIZZIT WARE, INC., a Florida corporation P97000042060**

**CYBERSHOPPER AIRPORT MWAA, INC., a Florida corporation P97000064247**

**CYBERSHOPPER AIRPORT MIA, INC., a Florida corporation P98000008076**

**CYBERSHOPPER AIRPORT, INC., a Florida corporation P97000042058**

**CYBERSHOPPER, INC., a Florida corporation P96000072215**

**A&R CYBERHOLDINGS, INC., a Florida corporation P97000042056**

**INTO**

**WORLD INTERACTIVE NETWORK, INC., a Florida corporation,**  
**P97000093763.**

**File date: April 9, 1999**

**Corporate Specialist: Annette Ramsey**

## ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging A & R Cyberholdings, Inc., Cybershopper, Inc., Cybershopper Airport, Inc., Cybershopper Airport MIA, Inc., Cybershopper Airport MWA, Inc., and Wizzit Ware, Inc., each a Florida corporation (the "Merging Corporations"), into World Interactive Network, Inc. ("WIN"), a Florida corporation, as the surviving corporation (the "Surviving Corporation", and, collectively with the Merging Corporations, the "Constituent Corporations").

1. The attached Plan of Merger, incorporated herein by this reference, was approved by unanimous corporate action by the respective Boards of Directors of each of the Constituent Corporations and by unanimous written consent of all of the respective shareholders of the Constituent Corporations, on March 25, 1999, in the manner prescribed by the Florida Business Corporation Act.


2. The effective date of the merger shall be the later of March 31, 1999 or the date of filing of these Articles of Merger by the Department of State of Florida.

Dated: March 25, 1999

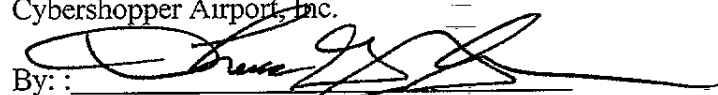
A & R Cyberholdings, Inc.

By:   
Thomas G. Abraham, as its President

Cybershopper, Inc.

By:   
Thomas G. Abraham, as its President

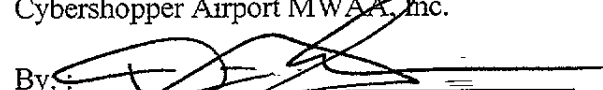
Cybershopper Airport, Inc.

By:   
Thomas G. Abraham, as its President


Cybershopper Airport MIA, Inc.

By:   
Thomas G. Abraham, as its President


Cybershopper Airport MWA, Inc.

By:   
Thomas G. Abraham, as its President

Wizzit Ware, Inc.

By:   
Thomas G. Abraham, as its President

World Interactive Network, Inc.

By:   
Thomas G. Abraham, as its President

## PLAN OF MERGER

WORLD INTERACTIVE NETWORK, INC. ("WIN" or the "Surviving Corporation"), and A & R Cyberholdings, Inc., Cybershopper, Inc., Cybershopper Airport, Inc., Cybershopper Airport MIA, Inc., Cybershopper Airport MWAA, Inc., and Wizzit Ware, Inc., all Florida corporations (the "Merging Corporations", and collectively with WIN, the "Constituent Corporations"), hereby adopt the following plan of merger.

### 1. Adoption of Plan of Merger; Effective Date; Terms

This Plan of Merger is made and adopted pursuant to Section 607.1101, Florida Statutes. Upon the approval of this Plan of Merger by the respective Boards of Directors and shareholders of each of the Constituent Corporations, the President of each of the Constituent Corporations shall execute, and the President of WIN shall file, Articles of Merger with the Department of State of Florida, and the Merger shall be effective upon acceptance and filing of same by the Department of State of Florida. The President of Cybershopper Airport MWAA, Inc. shall file a permit for revocation of said corporation's authorization to transact business in the State of Virginia, and the President of WIN shall cause WIN to file an application for permit to transact business in Virginia, at or about the time of filing the Articles of Merger.

Upon the effective time of the Merger, the separate existence of the Constituent Corporations shall cease, and the Merging Corporations shall be merged with and into the Surviving Corporation in accordance with this Plan. The Surviving Corporation shall continue under its existing name and be governed by the laws of the State of Florida, with its identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities unaffected and unimpaired by the Merger. The corporate franchises, existence and rights of the Constituent Corporations shall be merged into and fully vested in the Surviving Corporation. The Surviving Corporation shall possess all the rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, as well of a public as of a private nature, and all debts due the Constituent Corporations on whatever accounts, and other choses in action belonging to them shall be taken and deemed to be transferred to and vested in the Surviving Corporation, and shall thereafter be effectively the property of the Surviving Corporation. The title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Constituent Corporations shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. All rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired, limited to the property affected by such liens at the effective time of the Merger. All debts, contracts, liabilities, obligations and duties of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if they had been incurred or contracted by it. No action or proceeding then pending by or against any of the Constituent Corporations shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised as if the Merger had not occurred, or the Surviving Corporation may be substituted in such action or special proceeding in place of the applicable Constituent Corporation.

2. Certificate of Incorporation and By-Laws

At the effective time of the Merger, the Certificate of Incorporation and By-Laws of WIN shall be and remain the Certificate of Incorporation and By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed.

3. Board of Directors and Officers

At the effective time of the Merger, the Board of Directors and the Officers of the Surviving Corporation shall be the persons named below, who shall hold office until their successors are elected and qualified, and in the case of the Board of Directors, until the next succeeding annual meeting of the shareholders.

Thomas G. Abraham                      President and Director

4. Manner of Converting Shares

At the effective time of the Merger, all of the outstanding stock of the Merging Corporations shall be deemed converted into shares of common stock of the Surviving Corporation, but due to the common ownership of the Constituent Corporations, no additional stock in the Surviving Corporation shall be issued in connection with the Merger, and the shareholders of WIN shall retain their shares as shares of the Surviving Corporation.