

P97000098739

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Subzone, Inc. P97-98739
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2/7 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
00 FEB - 7 AM 11: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. COULLIETTE FEB 07 2000

RECEIVED
00 FEB - 7 AM 11: 01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

BABYZONE, INC., a Florida corporation, P97000098739

INTO

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

File date: February 7, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

BETWEEN

BABYZONE, INC.
(a Florida corporation)

AND

BABYZONE.COM, INC.
(a Delaware corporation)

FILED
00 FEB - 7 AM 11: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These **ARTICLES OF MERGER** (the "Articles of Merger") are hereby made and entered into pursuant to Section 607.1105 of the Florida Business Corporation Act by and between **BabyZone, Inc.**, a Florida corporation (the "Merging Corporation"), and **BabyZone.com, Inc.**, a Delaware corporation (the "Surviving Corporation"), for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger").

WITNESSETH:

WHEREAS, the Boards of Directors of the Merging Corporation and the Surviving Corporation deem it advisable and in the best interests of the Merging Corporation and the Surviving Corporation and their respective stockholders that the Merging Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation in the Merger, as authorized by the laws of the State of Florida, and under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Merging Corporation be merged with and into Surviving Corporation, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Articles of Merger.

ARTICLE I.
PLAN OF MERGER

The Agreement and Plan of Merger dated as of January 21, 2000, by and among BabyZone.com, Inc., a Delaware corporation and BabyZone, Inc., a Florida corporation (the "Merger Agreement"), effecting the Merger of the Merging Corporation with and into the Surviving Corporation, is attached hereto and made a part of these Articles of Merger as Exhibit A.

**ARTICLE II.
EFFECTIVE TIME**

These Articles of Merger and the Merger shall be effective as of the close business on the date that these Articles of Merger have been filed with the Department of State of the State of Florida and all fees and taxes required by the laws of the State of Florida have been paid (the "Effective Time").

**ARTICLE III.
APPROVAL OF MERGER**

(a) The sole stockholder of the Surviving Corporation approved and adopted the Merger Agreement by written consent thereof dated January 21, 2000

(b) The stockholders of the Merging Corporation, approved and adopted the Merger Agreement by unanimous written consent thereof dated January 21, 2000

(c) The Board of Directors of the Surviving Corporation unanimously approved and adopted the Merger Agreement by unanimous written consent thereof dated January 21, 2000, and the sole director of the Merging Corporation approved and adopted the Merger Agreement by written consent thereof dated January 21, 2000.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in accordance with the laws of the State of Florida on the date reflected below.

BABYZONE, INC.

January 21, 2000

By:


Lewis Bednarczuk
President and Chief Executive Officer

BABYZONE.COM, INC.

January 21, 2000

By:

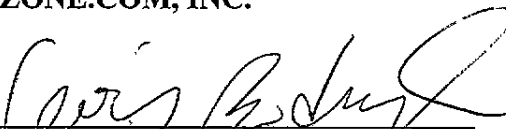

Lewis Bednarczuk
President and Chief Executive Officer,
Secretary and Treasurer

Exhibit A
to the
Articles of Merger
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), made as of this 21st day of January, 2000, by and between BabyZone, Inc., a Florida corporation ("BabyZone FL"), and BabyZone.com, Inc., a Delaware corporation ("BabyZone DE") (the two corporate parties hereto being sometimes collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the Boards of Directors of BabyZone FL and BabyZone DE have determined that the proposed merger (the "Merger") of BabyZone FL with and into BabyZone DE for the purpose of reincorporating BabyZone FL into Delaware upon the terms hereinafter set forth is advisable and in the best interests of the stockholders of such corporations, and the Boards of Directors of BabyZone FL and BabyZone DE have adopted and approved this Agreement and the Merger and both such Boards of Directors have directed that this Agreement and the Merger be submitted to the stockholders of BabyZone FL and BabyZone DE for their approval;

WHEREAS, BabyZone FL and BabyZone DE, as appropriate, intend to take all such action as may be necessary or appropriate as and when required by the provisions of this Agreement in order to consummate the Merger;

WHEREAS, the authorized capital stock of BabyZone FL consists solely of 2,000 shares of Common Stock, par value \$.01 per share, of which 2,000 shares are issued and outstanding; and

WHEREAS, the authorized capital stock of BabyZone DE consists of 40,000,000 shares of Common Stock, par value \$.001 per share, of which one share is issued and outstanding as of the date hereof and 10,000,000 shares of Preferred Stock, par value \$.001 per share, of which no shares are issued and outstanding as of the date hereof;

NOW, THEREFORE, the Constituent Corporations do hereby agree to merge on the terms and conditions herein provided, as follows:

ARTICLE I

GENERAL

1.1 Agreement to Merge. The parties to this Agreement agree to effect the Merger herein provided for, subject to the terms and conditions set forth herein.

1.2 Effective Time of the Merger. The Merger shall be effective in accordance with the laws of the States of Florida and Delaware. The date and time the Merger becomes effective is referred to as the "Effective Time of the Merger."

1.3 Surviving Corporation. At the Effective Time of the Merger, BabyZone FL shall be merged with and into BabyZone DE, and BabyZone DE shall be the surviving corporation, governed by the laws of the State of Delaware. The name of the Surviving Corporation will be BabyZone, Inc.

1.4 Certificate of Incorporation and By-Laws. At the Effective Time of the Merger, the Certificate of Incorporation and By-Laws of BabyZone DE in effect immediately prior to the Effective Time of the Merger shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation, subject always to the right of the Surviving Corporation to amend its Certificate of Incorporation and By-Laws in accordance with the laws of the State of Delaware and the provisions of its Certificate of Incorporation.

1.5 Directors. The directors of BabyZone DE in office at the Effective Time of the Merger shall be and constitute the directors of the Surviving Corporation, each holding such directorship in the Surviving Corporation until his or her successor shall be elected or appointed and qualified or his or her earlier resignation or removal.

1.6 Officers. The officers of BabyZone DE in office at the Effective Time of the Merger shall be and constitute the officers of the Surviving Corporation, until his or her successor shall be elected or appointed and qualified or his or her earlier resignation or removal.

1.7 Effect of the Merger. On and after the Effective Time of the Merger, the separate existence of BabyZone FL shall cease and the Surviving Corporation shall succeed, without further action, to all the properties and assets of BabyZone FL of every kind, nature and description and to BabyZone FL's business as a going concern. The Surviving Corporation shall also succeed to all rights, title and interests to all real estate and other property owned BabyZone FL without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens thereon. All liabilities and obligations of BabyZone FL shall become the liabilities and obligations of the Surviving Corporation, and any proceedings pending against BabyZone FL will be continued as if the Merger had not occurred.

ARTICLE II

CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS

2.1 Capital Stock. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of BabyZone FL, BabyZone DE, the holders of any of the outstanding shares of BabyZone FL or any other person or entity, each issued and outstanding share of Common Stock of BabyZone FL shall be converted into two thousand three hundred seventy-five (2,375) shares of Common Stock of BabyZone DE (the conversion of each share of BabyZone FL into two thousand three hundred seventy-five (2,375) shares of BabyZone DE is referred to hereinafter as the "Exchange"). All shares of stock of BabyZone DE

outstanding prior to the Effective Time of the Merger shall cease to exist and all certificates representing such shares shall be canceled by virtue of the Merger.

2.2 On or after the effective date of merger, all of the outstanding certificates which immediately prior to the effective date represented shares of BabyZone FL Common Stock shall be deemed for all purposes to evidence ownership of, and to represent, the shares of BabyZone DE Common Stock into which the shares of BabyZone FL, formerly represented by such certificates, have been converted as herein provided. The registered owner on the books and records of BabyZone DE or its transfer agents of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer to BabyZone DE or its transfer agents, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of BabyZone DE Common Stock evidenced by such outstanding certificate.

ARTICLE III

TERMINATION AND AMENDMENT

3.1 Termination. This Agreement may be terminated and abandoned at any time prior to the Effective Time of the Merger, whether before or after action thereon by the stockholders of the Constituent Corporations, by the mutual written consent of the Boards of Directors BabyZone FL and BabyZone DE.

3.2 Consequences of Termination. In the event of the termination and abandonment of this Agreement pursuant to the provisions of Section 3.1 hereof, this Agreement shall be of no further force or effect.

3.3 Modification, Amendment, Etc. Any of the terms or conditions of this Agreement may be waived at any time, whether before or after action thereon by the stockholders of the Constituent Corporations, by the party entitled to the benefits thereof, and this Agreement may be modified or amended at any time, whether before or after action thereon by the shareholders of the Constituent Corporations, to the full extent permitted by the corporate laws of the States of Florida and Delaware. Any waiver, modification or amendment shall be effective only if reduced to writing and executed by the duly authorized representatives of the Constituent Corporations.

ARTICLE IV

MISCELLANEOUS

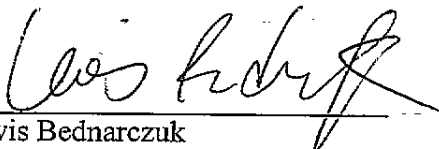
4.1 Headings. Descriptive headings are for convenience only and shall not control or affect the meaning or construction of any provisions of this Agreement.

4.2 Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original instrument, and all such counterparts together shall constitute only one original.

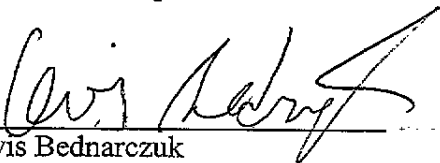
4.3 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the conflicts of laws principles thereof.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf by an officer duly authorized thereunto as of the date first above written.

BABYZONE, INC.
a Florida corporation

By: 
Lewis Bednarczuk
President & Chief Executive Officer

BABYZONE.COM, INC.
a Delaware corporation

By: 
Lewis Bednarczuk
President & Chief Executive Officer,
Secretary and Treasurer