



ACCOUNT NO. : 072100000032

REFERENCE : 098600 4336650

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Pigato

ORDER DATE : March 30, 2001

ORDER TIME : 12:21 PM

ORDER NO. : 098600-010

CUSTOMER NO: 4336650

CUSTOMER: Ms. Sylvie G. Jordan
Baker & Mckenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

merger

ARTICLES OF MERGER

FFA SYSTEMS, INC.; FRANK
MARKETING GROUP, INC.

INTO

ENTICEMENT.COM, INC.

RECEIVED
01 APR -2 PM 1:42
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

400003943804--5

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

DR
4/2/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

FFA SYSTEMS, INC., a Florida corporation P97000101044
FRANK MARKETING GROUP, INC., a Florida corporation P98000066640

INTO

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

File date: April 2, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 105.00

FILED
01 APR -2 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

FFA SYSTEMS, INC.
(a Florida Corporation)

and

FRANK MARKETING GROUP, INC.
(a Florida Corporation)

With and Into

ENTICENT.COM, INC.
(a Delaware Corporation)

Pursuant to Sections 607.1101, 607.1103 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), FFA Systems, Inc., a Florida Corporation ("FFA"), Frank Marketing Group, Inc. ("FMG") and Enticent.com, Inc., a Delaware Corporation ("Enticent") the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

ARTICLE I

The Agreement and Plan of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1103 of the FBCA, provides for the merger of FFA and FMG with and into Enticent, with Enticent as the surviving corporation (the "Merger"). The date of adoption of the merger is February 27, 2001.

ARTICLE II

The Plan of Merger was duly approved by a unanimous written consent executed by all of the shareholders and all the members of the Boards of Directors of FFA and FMG and a unanimous written consent executed by all the members of the Boards of Directors of Enticent, FFA and FMG respectively, pursuant to Sections 607.0704, 607.0821, 607.1101 and 607.1103 of the FBCA.

ARTICLE III

Of the 10,899 issued and outstanding shares of capital stock, \$0.01 par value per share, of FFA entitled to vote as a class upon the Plan of Merger had the Plan of Merger submitted to a vote of said class pursuant to Section 607.1103 of the FBCA, the holders of all of the shares consented to and authorized the Agreement by unanimous written consent in accordance with Section 607.0704 of the FBCA. Of the 100 issued and outstanding shares of capital stock, \$0.01 par value per share, of FMG entitled to vote as a class upon the Plan of Merger had the Plan of Merger submitted to a vote of said class pursuant to Section 607.1103 of the FBCA, the holders of all of the shares consented to and authorized the Agreement by unanimous written consent in accordance with Section 607.0704 of the FBCA. Of the 155,380 issued and outstanding shares of common stock, \$0.001 par value per share, of Enticent entitled to vote as a class upon the Plan of Merger had the Plan of Merger been submitted to a vote of Shareholders pursuant to Section 607.1103 of the FBCA, the holders of all of the shares consented to and authorized the Agreement by written consent in accordance with Section 607.0704 of the FBCA.

The number of shares outstanding and the designation and number of outstanding shares of each class that are entitled to vote as a class on the Merger for FFA, FMG and Enticent, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Voting Shares</u>	
	<u>Outstanding</u>	
FFA	10,899	
FMG	100	
Enticent	155,380	

The number of shares of FFA and FMG that voted for and against the Merger, and the number of shares of each class, that voted for and against the Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
FFA	10,899	0
FMG	100	0

ARTICLE IV

The Merger shall be effective at the time of filing, or as soon thereafter as practicable (the "Effective Time"). At the Effective Time, the separate existence of each of the corporations shall cease and FFA and FMG shall be merged with and into Enticent in accordance with the terms and conditions of the Plan of Merger.

IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 16th day of February, 2001.

FFA SYSTEMS, INC.

(a Florida Corporation)

By: 

Menashe R. Frank, President

FRANK MARKETING GROUP, INC.

(a Florida Corporation)

By: 

Jamie C. Frank, President

ENTICENT.COM, INC.

(a Delaware Corporation)

By: 

Robert G. Previdi, Jr., President

AGREEMENT AND PLAN OF MERGER

Enticent.com, Inc., a Delaware corporation ("Enticent"), **FFA Systems, Inc.**, a Florida corporation ("FFA"), and **Frank Marketing Group, Inc.**, a Florida corporation ("FMG") enter into this Agreement and Plan of Merger effective as of February 16, 2000 (the "Effective Date").

BACKGROUND

The parties to this Agreement believe it is in their collective best interests to combine business operations into a single corporate entity based in New York, New York and subject to the well-developed law of corporate governance in Delaware (the "Merger"). The respective Boards of Directors and Shareholders of Enticent, FFA and FMG have adopted resolutions approving this Agreement and Plan of Merger.

TERMS

For the reasons described above and in consideration of the covenants herein contained, the parties agree to this Agreement and Plan of Merger as follows:

1. **Merger.** In accordance with the laws and applicable provisions of the laws of the State of Delaware, FFA and FMG shall merge into and become a part of Enticent (the "Surviving Corporation"). Upon the Effective Date of the Merger, the separate corporate existences of FFA and FMG shall cease. The Effective Date for the transaction contemplated hereunder shall be as set forth above without regard to the filing of the Certificate of Merger with the State of Delaware, Office of the Secretary of State and with the State of Florida, Department of State.

2. **Changes to Articles of Incorporation.** The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Enticent until thereafter amended in accordance with Delaware law.

3. **Changes to By-Laws.** The By-Laws of the Surviving Corporation shall be the By-Laws of Enticent until thereafter amended in accordance with Delaware law.

4. Changes to Directors and Officers. The Directors and Officers of the Surviving Corporation shall be the current Directors and Officers of Enticent until their successors are duly elected and qualified, in accordance with the Bylaws and Delaware law.

5. Representations and Warranties.

(a) FFA and FMG represent and warrant as follows:

(1) Organization and Good Standing. FFA and FMG are corporations duly organized, validly existing and in good standing under the laws of the State of Florida and have the corporate power to carry on business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Merger by FFA and FMG have been duly and validly authorized and approved by all necessary corporate and shareholder action.

(b) Enticent represents and warrants as follows:

(1) Organization and Good Standing. Enticent is a corporation duly organized, validly existing and in good standing under the laws of Delaware and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Merger by Enticent have been duly and validly authorized and approved by all necessary corporate and shareholder action.

6. Effects of Merger. The Merger shall have the effect provided therefor by Delaware law. As of the effective date of the Merger, Enticent shall succeed to, without further act or actions or other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of FFA and FMG; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due FFA and FMG, shall be deemed to be transferred to and vested in Enticent

without further act or deed, and the title to any property or any interest therein, vested in FFA and FMG, shall not revert to or be in any way impaired by reason of the Merger.

Enticent shall be responsible and liable for all the liabilities and obligations of FFA and FMG; and any claims existing by or against FFA and FMG may be prosecuted to judgment as if the Merger had not occurred, or Enticent may be substituted in the place of FFA and FMG. The rights of any creditors of FFA and FMG shall not be impaired by the Merger. Enticent shall execute and deliver any and all documents that may be required for it to assume or otherwise comply with any outstanding obligations of FFA and FMG.

7. **Share Conversion.** Prior to the Merger, Enticent will have 155,380 outstanding shares. Upon the effective date of the Merger, all the outstanding shares of stock of FFA and FMG shall be surrendered and canceled and the shareholders of FFA shall receive, pro rata, 27,320 shares of voting common stock of Enticent and the sole shareholder of FMG shall receive 11,880 shares of voting common stock of Enticent. Each shareholder's proprietary ownership in the shares of FFA and FMG immediately before the Merger will be identical to the shareholder's proprietary ownership in the shares of Enticent immediately after the Merger.

8. **Further Assurances.** If at any time Enticent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Enticent the title to any property or rights of FFA and FMG or to otherwise carry out the provisions hereof, the proper officers and directors of FFA and FMG, as of the Effective Date, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Enticent and to otherwise carry out the provisions hereof.

9. **Approval of Shareholders and Boards of Directors.** This Agreement and Plan of Merger has been approved by, and the execution and delivery thereof authorized by, the shareholders and by the Board of Directors of each of FFA, FMG and Enticent pursuant to

written consent.

10. Costs. All costs in connection with this Agreement and Plan of Merger will be paid by Enticent.

11. Payment of Dissenters. Pursuant to Section 262 DGCL and Fla. Stat. § 607.1302, there are no dissenting shareholders since all shareholders of each FFA, FMG and Enticent have consented to this Agreement and Plan of Merger.

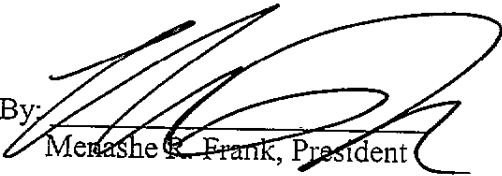
12. Procedure. Each party will, in a timely manner, follow the procedures provided by Delaware law in connection with the statutory merger, including the filing of an appropriate Certificate of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Agreement and Plan of Merger and the transactions contemplated hereby.

13. Tax Consequences. It is the express intent and purpose of this Agreement and Plan of Merger that the transaction contemplated hereunder qualify under the internal revenue laws as an Internal Revenue Code Section 368(a)(1)(F) reorganization. To this end, any ambiguity in this Agreement and Plan of Merger shall be resolved in an interpretation that will qualify this transaction as a tax-free reorganization. Notwithstanding, the failure of this transaction to qualify as a tax-free reorganization shall not give rise to a cause of action by the shareholders against the corporations involved in this transaction, or against any person involved in this transaction.

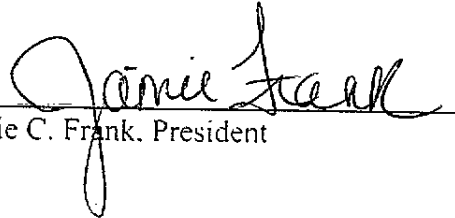
Enticent.com, Inc., a Delaware corporation

By: 
Robert G. Previdi, President

FFA Systems, Inc., a Florida corporation

By: 
Menashe C. Frank, President

Frank Marketing Group, Inc., a Florida corporation

By: 
Jamie C. Frank, President

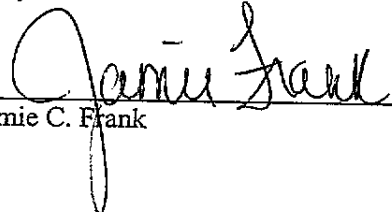
SHAREHOLDERS:

Robert G. Previdi

DK&G Webmaster, Inc.

By:
Title:

Cory Eisner


Jamie C. Frank

Jim Franklin

Douglas B. Cohn


Menashe Frank

Stephen Mazer

Jack Bendheim

Marshall Stauber

Sharon Stauber

Sidney Newman

Sherwin Stauber

Robert Grover

Jack Coble

Benjamin Genet

Steven Kopp

FFA Systems, Inc., a Florida corporation

By:



Menashe R. Frank, President

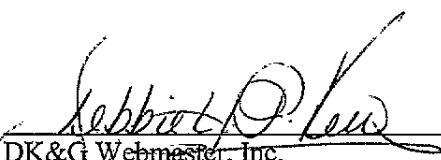
Frank Marketing Group, Inc., a Florida corporation

By:

Jamie C. Frank, President

SHAREHOLDERS:


Robert G. Previdi


DK&G Webmaster, Inc.

By: DEBBIE Y.F. KUO
Title: PRESIDENT

Cory Eisner

Jim Franklin

Jamie C. Frank

Douglas B. Cohn

Menashe Frank

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Jack Bendheim

Marshall Stauber

Sharon Stauber

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Michael Baratz

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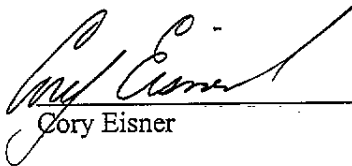
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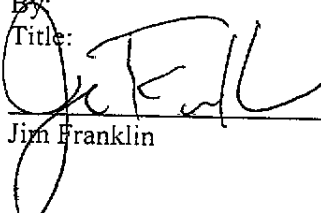
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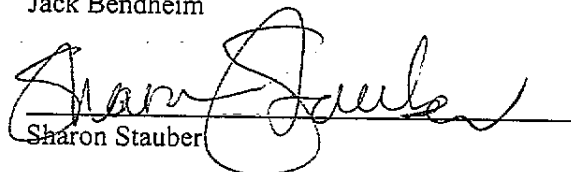
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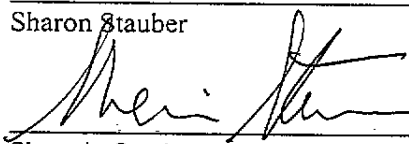
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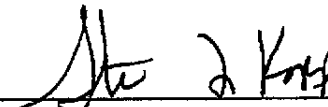
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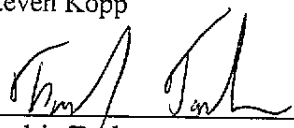
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