

P98000030948



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-09/07/99-01088-016

*****78.75 *****78.75

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

Life Logic Inc.

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

RUSH

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

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

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

FILED
99 SEP 14 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 SEP - 7 PM 09
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

merger
9/15/99

Ordered By: _____

Date: _____

SF

ARTICLES OF MERGER
Merger Sheet

MERGING:

LIFELOGIC, INC., a Florida corporation, P98000030948

INTO

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

File date: September 14, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 8, 1999

UCC Filing & Search Services, Inc.

Tallahassee, FL

SUBJECT: LIFELOGIC, INC.
Ref. Number: P98000030948

RUSH

corrected

We have received your document for LIFELOGIC, INC. and check(s) totaling \$78.75. 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.

If the plan is included in the articles of merger, then so indicate.

Please indicate the date of adoption by the shareholders of the parent corp.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 099A00044272

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 14 PM 4:59

RECEIVED

CERTIFICATE OF OWNERSHIP AND MERGER

FILED

99 SEP 14 AM 11:01

MERGING

LIFELOGIC, INC.
(a Florida corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

into

LIFE.COM, INC.
(a Delaware corporation)

LIFELOGIC, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, does hereby certify:

FIRST: That it was incorporated on April 3, 1998, pursuant to the provisions of the Corporation Law of the State of Florida.

SECOND: That it owns all of the outstanding shares of the capital stock of Life.com, Inc. (the "Subsidiary"), a corporation incorporated on August 19, 1999, pursuant to the provisions of the General Corporation Law of the State of Delaware

THIRD: That its Board of Directors, by unanimous written consent on August 31, 1999, determined to merge the Corporation into said Subsidiary and did adopt the following resolutions:

WHEREAS, this Corporation lawfully owns all the outstanding stock of Life.com, Inc., a Delaware corporation; and

WHEREAS, this Corporation desires to merge itself into the said corporation Life.com, Inc., which corporation will assume all of the obligations of the Corporation:

NOW, THEREFORE BE IT RESOLVED, that this Corporation merge itself into Life.com, Inc.;

BE IT FURTHER RESOLVED, that the Plan of Merger and the terms and conditions thereof are as follows:

Upon completion of the merger, the currently outstanding shares of common stock of Life.com, Inc. shall be cancelled and the holders of the shares of common stock of the Corporation shall receive a number of shares of common stock Life.com, Inc. such that each holder's percentage interest in Life.com, Inc. shall be the same as such holder's percentage interest in the Corporation immediately prior to the completion of the merger.

BE IT FURTHER RESOLVED, that this resolution to merge be submitted to the stockholders of this Corporation, and in the event that the holders of

BE IT FURTHER RESOLVED, that this resolution to merge be submitted to the stockholders of this Corporation, and in the event that the holders of at least a majority of the stock of this Corporation vote in favor the merger, that the merger shall be deemed approved;

BE IT FURTHER RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Florida and the State of Delaware, and by the laws of any other appropriate jurisdiction, and will cause to be performed all necessary acts in order to effect and accomplish the aforesaid merger; and it is further

BE IT FURTHER RESOLVED, that all actions heretofore taken on behalf of the Corporation by any director, officer, or duly authorized agent of the Corporation, in connection with any of the foregoing matters be, and hereby is, ratified, adopted and confirmed in all particulars as the act of the Corporation; it is further

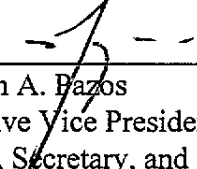
BE IT FURTHER RESOLVED, that any officer of the Corporation be, and each hereby is, authorized and directed on behalf of the Corporation to take all such further actions and to do all such further things as deemed appropriate or desirable to carry out and effectuate said merger and each of the foregoing resolutions.

FOURTH: That this merger has been duly approved, by written consent, by the holders of at least a majority of the outstanding shares of stock of this Corporation.

IN WITNESS WHEREOF, this Corporation has caused this Certificate to be signed by its President and Secretary at Calabasas, California on September 2, 1999.

LIFELOGIC, INC.
a Florida corporation

By: 
Name: Kent/T. Ertugrul
Title: President and Chief Executive Officer

By: 
Name: William A. Pazos
Title: Executive Vice President, Chief Financial Officer, Secretary, and Treasurer