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T-921 P.01/P E-935

P98000055639

Florida Department of State
Division of Corporations
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Electronic Filing Cover Sheet

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Account Name : AKERMAN, SENTERPITT & EIDSON, P.A.
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MERGER OR SHARE EXCHANGE

INNERHOST, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05-07
Estimated Charge	\$78.75

7 Merger
09/04/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

PANTHERCUB ACQUISITION CORPORATION, a Florida corporation,
P02000093427

INTO

INNERHOST, INC., a Florida entity, P98000055639

File date: August 30, 2002

Corporate Specialist: Darlene Connell

H02000188464 0



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 30, 2002

INNERHOST, INC.
2300 NW 89TH PLACE
MIAMI, FL 33172

SUBJECT: INNERHOST, INC.
REF: P98000055639

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

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) 245-6880.

Karen Gibson
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Per Mary Tolson-
please file as ==
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date of receipt

FAX AUDIT#: H02000188464 0

**ARTICLES OF MERGER
OF
PANTHERCUB ACQUISITION CORPORATION
AND
INNERHOST, INC.**

FILED
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DIVISION OF CORPORATIONS
2002 AUG 30 PM 4:32

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
INNERHOST, Inc.	Florida

Second: The name and jurisdiction of the merging corporation ("Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
PantherCub Acquisition Corporation	Florida

Third: Effective on the Effective Date (as hereinafter defined), the Merging Corporation is merged with and into the Surviving Corporation and the corporate existence of the Merging Corporation shall hereupon cease. The Plan of Merger is attached hereto as Exhibit "A".

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State, pursuant to Sections 607.1105 of the Act (the "Effective Date").

Fifth: The Plan of Merger was adopted by the Board of Directors and the stockholders of the Surviving Corporation on August 27, 2002, by written consents in lieu of holding special meetings pursuant to Sections 607.0821 and 607.0704 of the Act.

Sixth: The Plan of Merger was adopted by the Board of Directors and the sole stockholder of the Merging Corporation on August 28, 2002, by written consents in lieu of holding special meetings pursuant to Sections 607.0821 and 607.0704 of the Act.

[Signatures on following page]

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T-779 P.03/12 F-790

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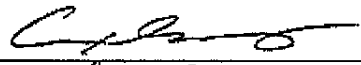
IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger this 30 day of August, 2002.

SURVIVING CORPORATION:

INNERHOST, INC., a Florida corporation

MERGING CORPORATION:

PANTHERCUB ACQUISITION CORPORATION, a Florida corporation

By: 
Name: Alex Gonzalez
Title: Secretary

By: _____
Name: _____
Title: _____

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FAX AUDIT #: H02000188464 0

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of
Merger this 30 day of August, 2002.

SURVIVING CORPORATION:

MERGING CORPORATION:

INNERHOST, INC., a Florida corporation

**PANTHERCUB ACQUISITION
CORPORATION**, a Florida corporation

By: _____
Name:
Title:

By: 
Name:
Title:

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EXHIBIT "A"
PLAN OF MERGER
OF
PANTHERCUB ACQUISITION CORPORATION
and
INNERHOST, INC.

The merger (the "Merger") between INNERHOST, INC., a Florida corporation (the "Surviving Corporation") and PANTHERCUB ACQUISITION CORPORATION, a Florida corporation (the "Merging Corporation") (collectively the "Constituent Corporations") is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et. seq. of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** Upon the effective time of the Merger (the "Effective Time"), the Articles of Incorporation of the Surviving Corporation, shall be restated in the form attached hereto as Exhibit "B", and shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time, until further amendment as permitted by law.
2. **Effect on Capital Stock.** At the Effective Time, each issued and outstanding share of the Surviving Corporation's Common Stock, par value \$0.01 per share ("Common Stock"), Series A Convertible Preferred Stock, par value \$0.01 per share ("Series A Convertible Preferred"), and Series A Redeemable Preferred Stock, par value \$0.01 per share ("Series A Redeemable Preferred"), issued by the Corporation and outstanding shall be converted solely into the right to receive the consideration (the "Merger Consideration") described in that certain Agreement and Plan of Merger among the Surviving Corporation, the Merging Corporation and the other parties thereto, dated August 30, 2002 (the "Merger Agreement"), and the Surviving Corporation's Common Stock, Series A Convertible Preferred and Series A Redeemable Preferred shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist and the stockholders shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration. Each share of common stock, par value \$0.01 per share, of the Merging Corporation issued and outstanding immediately prior to the Effective Time of the Merger shall be converted into and exchanged for one (1) duly and validly issued, fully paid and non-assessable share of the Common Stock of the Surviving Corporation.
3. **Effect of Merger.** At the Effective Time, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall be fully vested in the Merging Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
4. **Supplemental Action.** If at any time after the Effective Time, the Surviving Corporation 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 Plan, the appropriate officers of Surviving Corporation or Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving

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Corporation, 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 Surviving Corporation, or to otherwise carry out the provisions of this Plan.

5. **Filing with the Florida Secretary of State and Effective Date.** Upon the Closing of the Merger, as provided in the Merger Agreement of which this Plan is a part, the Merging Corporation and the Surviving Corporation shall cause their respective authorized officers to execute Articles of Merger ("Articles") in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles as if fully set forth in such Articles and shall become an exhibit to such Articles. Thereafter, such Articles shall be delivered for filing by Surviving Corporation to the Department of State of the State of Florida. In accordance with §607.1105 of the Act, the Articles shall specify the "Effective Date," which shall be the filing date of the Articles.

6. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by any of the Constituent Corporations which is, or the stockholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the stockholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same person), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

[Signatures on following page]

FAX AUDIT #: H02000188464 0


IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the
30 day of August, 2002.

SURVIVING CORPORATION:

INNERHOST, INC., a Florida corporation

MERGING CORPORATION:

**PANTHERCUB ACQUISITION
CORPORATION**, a Florida corporation

By: 
Name: Alex Gonzalez
Its: Secretary

By: _____
Name: _____
Its: _____

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FAX AUDIT #: H02000188464 0

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the
30 day of August, 2002.

SURVIVING CORPORATION:

INNERHOST, INC., a Florida corporation

MERGING CORPORATION:

**PANTHERCUBE ACQUISITION
CORPORATION,** a Florida corporation

By: _____

Name:

Its:

By:  _____

Name:

Its:

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EXHIBIT "B"
**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
INNERHOST, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

A: That the name of the Corporation is INNERHOST, INC. (the "Corporation")

B: That the Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida, on June 19, 1998, as subsequently amended and restated.

C: The amendment to the Articles of Incorporation effected by these Articles of Restatement provides for the restatement of the Articles of Incorporation of the Corporation upon the effective date of the merger (the "Merger") of PantherCub Acquisition Corporation, a Florida corporation ("Merging Corporation") with and into the Corporation, pursuant to which, the Articles of Incorporation of the Merging Corporation, as amended hereby, are to be the Articles of Incorporation of the Corporation upon the effective date of the Merger.

D: The restatement of the Articles of Incorporation of the Corporation have been duly adopted in accordance with the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act by the unanimous written consent of the holders of all outstanding shares entitled to vote.

E: That the text of the Articles of Incorporation of said INNERHOST, INC., is hereby restated as provided by these Articles of Restatement, to read in full, as follows:

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is:

INNERHOST, Inc.

SECOND: The principal place of business and mailing address of the corporation is:

303 Peachtree Center Avenue
Atlanta, Georgia 30303

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of \$.01 each and are of the same class and are common shares.

FOURTH: The street address of the registered office of the corporation in the State of Florida is 1200 South Pine Island Road, Plantation Broward County, Florida 33324-4413, and the name of the registered agent of the corporation at such address is C T Corporation System.

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FIFTH: The name and address of the incorporators of the Corporation are as follows: Wilfred Navarro, Jose M. Gonzalez, Alex Gonzalez and Luis F. Navarro, each with an address at 2300 N.W. 89th Place, Miami, Florida 33172.

SIXTH: The nature of the business and the purpose to be conducted and promoted are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, and to exercise all the rights, privileges, immunities, and authorities granted to or exercised by business corporations under the laws of the State of Florida now in effect.

SEVENTH: The duration of the corporation is perpetual.

EIGHT: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the director is as follows:

Allen L. Shulman
303 Peachtree Center Avenue
Atlanta, Georgia 30303

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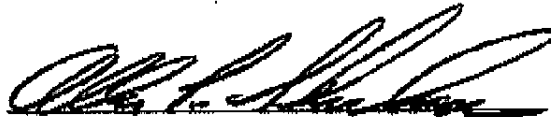
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T Corporation System

By: _____
Signature of Registered Agent

Dated as of August 30, 2002

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Restatement as of the 30th day of August, 2002.



Allen L. Shulman, President

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T Corporation/System

By: 

PETER F. SOUZA
REGISTERED SECRETARY

Signature of Registered Agent

Dated as of: August 30, 2002

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Restatement as of the 30th day of August, 2002.

Allen L. Shulman, President

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