



P98000056615

ACCOUNT NO. : 072100000032

REFERENCE : 870839 1429D

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : June 25, 1998

ORDER TIME : 3:19 PM

ORDER NO. : 870839-005

CUSTOMER NO: 1429D

600002572966--0

CUSTOMER: Aaron Farmer, Esq
Cummings & Lockwood
P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 34103

ARTICLES OF MERGER

PAIR OF DICE, INC.

EFFECTIVE DATE
JUN 26 1998

INTO

PAIR OF DICE, INC.

FILED
98 JUN 25 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

926
[Signature]
RECEIVED
98 JUN 25 PM 4:06
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PAIR OF DICE, INC., an Illinois corporation, not qualified in Florida

INTO

PAIR OF DICE, INC., a Florida corporation, P98000056615.

File date: June 25, 1998 , effective June 26, 1998

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

FILED

98 JUN 25 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
Pair of Dice, Inc., a Illinois corporation
into
Pair of Dice, Inc., a Florida corporation

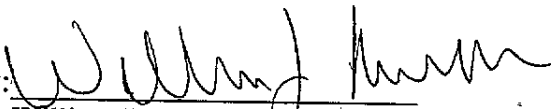
EFFECTIVE DATE
JUN 26 1998

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act and Section 5/11.35 of the Illinois Business Corporation Act, the following Articles of Merger are adopted by Pair of Dice, Inc. ("POD Florida"), a Florida corporation, and Pair of Dice, Inc. ("POD Illinois"), an Illinois corporation.

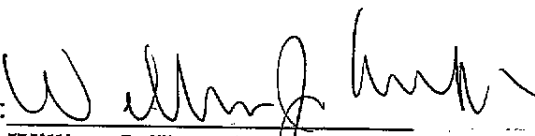
1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between POD Florida and POD Illinois is attached hereto as Exhibit A and incorporated herein by reference.
2. Pursuant to the Plan of Merger, POD Illinois shall be merged with and into POD Florida and POD Florida shall be the surviving corporation.
3. The purpose of the merger is that the principal business activity is located in Florida and is becoming more and more tied to the State of Florida than Illinois.
4. The Merger Agreement was duly adopted by the Directors of POD Illinois on the 25th day of June 1998 and by the Directors of POD Florida on 25th day of June 1998.
5. The Merger Agreement was approved by 100% of the Shareholders entitled to vote of POD Florida on 25th day of June 1998 and by 100% of the Shareholders entitled to vote of POD Illinois on 25th day of June 1998.
6. With respect to both POD Florida and POD Illinois, the Plan of Merger was advised by their respective Board of Directors and approved by their respective Shareholders in accordance with such Corporation's Articles of Incorporation and applicable law.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 25th day of June, 1998.

PAIR OF DICE, INC.,
a Florida corporation

By: 
William J. Kornylak, President

PAIR OF DICE, INC.,
an Illinois Corporation

By: 
William J. Kornylak, President

STATE OF FLORIDA)

COUNTY OF COLLIER)

ss:

The foregoing instrument was acknowledged before me on the 25th day of June, 1998, by William J. Kornylak, as President of Pair of Dice, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.



Aaron A. Farmer
MY COMMISSION # CC511998 EXPIRES
November 27, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Aaron A. Farmer
Notary Public

STATE OF FLORIDA)

COUNTY OF COLLIER)

ss:

The foregoing instrument was acknowledged before me on the 25th day of June, 1998, by William J. Kornylak, as President of Pair of Dice, Inc., an Illinois corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.



Aaron A. Farmer
MY COMMISSION # CC511998 EXPIRES
November 27, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Aaron A. Farmer
Notary Public

AGREEMENT AND PLAN OF MERGER OF

**Pair of Dice, Inc., an Illinois Corporation
with and into
Pair of Dice, Inc., a Florida Corporation**

This Agreement and Plan of Merger, dated as of the 25th day of June, 1998, made by and among Pair of Dice, Inc., a Florida corporation ("POD Florida") and Pair of Dice, Inc., an Illinois corporation ("POD Illinois") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, POD Illinois desires to merge with and into POD Florida, with POD Florida being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan");

WHEREAS, the Constituent Corporations are effecting the Merger for the purpose of moving the business operations of POD Illinois to Florida since the Constituent Corporations' principal business activity is located in Florida and is becoming more and more tied to the State; and

WHEREAS, the respective Board of Directors of the Constituent Corporations have determined it is advisable that POD Illinois be merged into POD Florida, on the terms and conditions set forth in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 5/11.35 of the Business Corporation Act of 1983 of the State of Illinois (respectively, the "Florida Act" and the "Illinois Act").

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I THE MERGER

1. The term "Effective Date" shall mean the 26th day of June, 1998.
2. On the Effective Date, POD Illinois shall be merged with and into POD Florida. The separate existence of POD Illinois shall cease as of the Effective Date and the existence of POD Florida shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.
3. The Plan of Merger has been approved by the Directors of POD Illinois and POD Florida in accordance with Section 607.1107 of the Florida Act and Section 5/11.35 of the Illinois Act.

4. The Board of Directors and the proper officers of the terminating corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

5. The Merger is intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the provisions of this Plan shall be interpreted and applied in a manner consistent therewith.

ARTICLE II EFFECTS OF THE MERGER

1. As of the Effective Date, POD Florida shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of POD Illinois, and shall be responsible and liable for all liabilities and obligations of POD Illinois, all as more particularly set forth in Section 607.1106 of the Florida Act and Section 5/11.35 of the Illinois Act.

2. The Articles of Incorporation of POD Florida, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

3. The Bylaws of POD Florida, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

4. The members of the Board of Directors and the officers of the Surviving Corporation shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

ARTICLE III TERMS OF THE TRANSACTION: CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of POD Illinois's common stock into shares of POD Florida's stock shall be as follows:

1. Each Five Hundred (500) shares of POD Illinois's common stock issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid

share of POD Florida common stock, and outstanding certificates representing shares of POD Illinois common stock shall thereafter represent shares of POD Florida common stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

2. All issued and outstanding shares of POD Florida common stock held by POD Illinois immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

ARTICLE IV ASSIGNMENT

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

ARTICLE V EXPENSES

POD Florida shall pay all expenses of accomplishing the Merger.

ARTICLE VI AMENDMENT

At any time before the filing of the Articles of Merger to be filed in connection herewith with the Florida Department of State and the Illinois Secretary of State, the Directors of POD Florida may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Florida Department, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VII TERMINATION

If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of POD Florida, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of POD Florida. Upon termination, as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this

Plan or the termination hereof on the part of POD Illinois or POD Florida, or their directors, officers, employees, agents, or shareholders.

ARTICLE VIII MISCELLANEOUS

1. POD Florida hereby agrees that it may be served with process in Illinois in any proceeding for the enforcement of any obligation of POD Illinois and in any proceeding for the enforcement of the rights of a dissenting stockholder of POD Illinois against POD Florida.

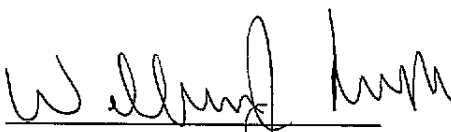
2. POD Florida irrevocably appoints the Illinois Secretary of State as its agent to accept service of process in any such proceeding.

3. POD Florida agrees that it shall promptly pay to the dissenting stockholders of POD Illinois the amount, if any, to which they shall be entitled under the provisions of Sec. 5/11.35 of the Illinois Act, with respect to the rights of dissenting stockholders.

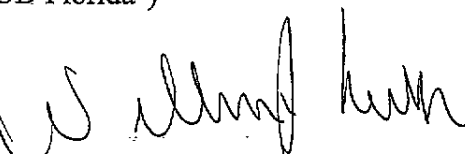
4. POD Florida agrees that the Illinois Secretary of State may mail a copy of any process against POD Florida that may be served on them to Pair of Dice, Inc., c/o Aaron A. Farmer, Post Office Box 413032, Naples, Florida 34101.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

PAIR OF DICE, INC.,
an Illinois Corporation
("POD Illinois")

By: 
William J. Kornylak, President

PAIR OF DICE, INC.,
a Florida Corporation
("POD Florida")

By: 
William J. Kornylak, President