

# P98000069821

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

WORLDWIDE WEB SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

*merger* 06/26/00  
DC

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TELEWARE GLOBAL CORPORATION, a Florida corporation, P99000085298

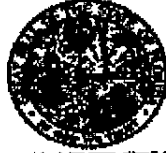
INTO

**WORLDWIDE WEB SYSTEMS, INC.**, a Florida entity, P98000069821

File date: June 23, 2000

Corporate Specialist: Darlene Connell

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 23, 2000

WORLDWIDE WEB SYSTEMS, INC.  
330 BISCAYNE BLVD.  
SUITE 817  
MIAMI, FL 33132

SUBJECT: WORLDWIDE WEB SYSTEMS, INC.  
REF: P98000069821

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

Please re-fax page 1 of the merger document. Page 1 was illegible.

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000033424  
Letter Number: 600A00035743

Audit No. H 00000033424 3

ARTICLES OF MERGER  
OF  
TELEWARE GLOBAL CORPORATION  
INTO  
WORLDWIDE WEB SYSTEMS, INC.

FILED  
00 JUN 23 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 Florida Statutes, these Articles of Merger provide that:

1. Teleware Global Corporation, a Florida corporation, shall be merged with and into Worldwide Web Systems, Inc., a Florida corporation, which shall be the surviving corporation.
2. The Plan and Agreement of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the directors and shareholders of Teleware Global Corporation by written consent dated June 22, 2000, and by the directors and shareholders of Worldwide Web Systems, Inc., by written consent dated June 22, 2000.
3. The merger shall become effective on the day the Articles of Merger has been filed by the Secretary of State of Florida.

IN WITNESS WHEREOF, these Articles of Merger has been executed on behalf of the constituent corporations by their authorized officers as of June 22, 2000.

TELEWARE GLOBAL CORPORATION, a  
Florida corporation

By: 

Frank M. Valdez, II, President

Attest: 

Petra Blazkova, Assistant Secretary

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WORLDWIDE WEB SYSTEMS, Inc., a Florida  
corporationBy: [Signature]  
Frank M. Valdez, II, PresidentAttest: [Signature]  
Petra Blazkova, Assistant SecretarySTATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 22 day of June,  
2000, by Frank M. Valdez, II, as President, of Teleware Global Corporation, a Florida corporation,  
on behalf of the corporation, ☒ who is personally known to me or ☐ who has produced  
\_\_\_\_\_ as identification.

[Signature]  
Notary Public, STATE OF FLORIDAPrint Name: Ronald G. Newirth  
Commission # 00890214  
Expires Nov. 22, 2003

My Commission Expires:

Audit No. H 00000033424 3

Audit No. H 00000033424 3

STATE OF FLORIDA       )  
                                  ):ss  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this 22 day of June, 2000, by Frank M. Valdez, II, as President, of Worldwide Web Systems, Inc., a Florida corporation, on behalf of the corporation, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

  
Notary Public, STATE OF FLORIDA

Print Name: \_\_\_\_\_



Ronald G. Netwirth  
Commission # 00 890244  
Expires Nov. 22, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

My Commission Expires: \_\_\_\_\_

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## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan") is made this 22nd day of June, 2000, by and between TELEWARE GLOBAL CORPORATION, a Florida corporation, and WORLDWIDE WEB SYSTEMS, INC., a Florida corporation, said corporations hereinafter collectively referred to as "Constituent Corporations."

### WITNESSETH:

WHEREAS, Worldwide Web Systems, Inc., was duly incorporated in the State of Florida and has authorized capital stock of One Hundred (100) shares, no par value, of common stock, all of which are entitled to vote, and of which One Hundred (100) shares of the common voting stock are duly issued and outstanding; and

WHEREAS, Teleware Global Corporation, was duly incorporated in the State of Florida and has authorized capital stock of Seven Thousand Five Hundred (7,500) shares, \$1.00 par value per share, of common stock, all of which are entitled to vote, and of which One (1) share of common voting stock are duly issued and outstanding; and

WHEREAS, the respective Boards of Directors and Shareholders of the Constituent Corporations deem it advisable and to their advantage, welfare and best interest to enter into this Plan, and have adopted Resolutions on June 22 2000, which provide that pursuant to the provisions of the Florida Business Corporation Act of the State of Florida, Teleware Global Corporation (the "Merging Corporation") be merged with and into Worldwide Web Systems, Inc. (the "Surviving

### EXHIBIT "A"

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Corporation") in order to combine the assets and business of the Constituent Corporations for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions set forth hereinbelow:

1. RECITALS. The recitals hereinabove are true and correct and are incorporated herein.
2. AGREEMENT TO MERGE. The Constituent Corporations hereby agree that upon the "Effective Date", as hereinafter defined, the Merging Corporation shall be merged into the Surviving Corporation, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Corporation, without the necessity of any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. NAME OF MERGED CORPORATION. The name of the Surviving Corporation shall continue to be: Worldwide Web Systems, Inc.

4. ARTICLES OF INCORPORATION. The Articles of Incorporation of the Surviving Corporation upon the Effective Date of the merger will be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect.

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5. BYLAWS. The Bylaws of the Surviving Corporation upon the Effective Date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect.

6. DIRECTORS AND OFFICERS. The directors and officers in office of the Surviving Corporation upon the Effective Date of the merger shall continue as the Directors and 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 .

7. MODE OF EFFECTING MERGER. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, shall be as follows:

Since all the shares of the issued and outstanding capital stock of the Merging Corporation and of the Surviving Corporation are presently owned by the same shareholders in the same percentages, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the shareholders after the Effective Date. Upon the Effective Date of the merger, each shareholder of the Merging Corporation shall surrender his or her certificate or certificates to the Surviving Corporation and such certificate or certificates shall be cancelled. The then issued and outstanding shares of the Surviving Corporation owned by the shareholders shall continue thereafter to constitute all of the issued and outstanding stock in such Surviving Corporation.

8. ADOPTION OF PLAN. Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all the shareholders and all of the directors of the Surviving Corporation and by all of the shareholders and all of the directors of the Merging Corporation.

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9. EXECUTION OF DOCUMENTS. In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act of the State of Florida, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. AUTHORIZATION OF DIRECTORS AND OFFICERS. The Board of Directors and the proper officers of the Merging 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.

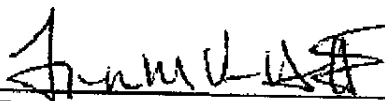
11. EFFECTIVE DATE. This plan shall become effective on the day that the Articles of Merger have been filed by Secretary of State of Florida. The term "Effective Date", wherever used in this Plan, shall mean the Effective Date herein described. Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Corporations may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.


12. RIGHT TO ABANDON MERGER. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the Effective Date.

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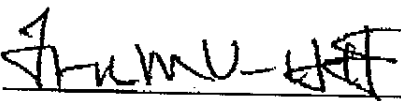
IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations.


TELEWARE GLOBAL CORPORATION, a  
Florida corporation

By:   
Frank M. Valdez, II, President

Attest:   
Petra Blazkova, Assistant Secretary

WORLDWIDE WEB SYSTEMS, INC., a Florida  
corporation

By:   
Frank M. Valdez, II, President

Attest:   
Petra Blazkova, Assistant Secretary