

P98000071212

Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

PUBLIC ACCESS TECHNOLOGY.COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Handwritten signature and date: 8/31/00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

QUALITYCLICK.COM INC., a Virginia corporation not qualified in Florida

INTO

**PUBLIC ACCESS TECHNOLOGY.COM, INC.**, a Florida entity, P98000071212

File date: August 30, 2000

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER  
OF  
QUALITYCLICK.COM INC.  
INTO  
PUBLIC ACCESS TECHNOLOGY.COM, INC.

FILED  
00 AUG 30 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with the Florida Business Corporation Act, §607.1105, F.S. ("Florida Statute"), the following Articles of Merger are submitted and adopted by QUALITYCLICK.COM INC., a Virginia corporation ("merging corporation") and PUBLIC ACCESS TECHNOLOGY.COM, INC., a Florida corporation ("surviving corporation") (collectively referred to as the "merging parties"):

ARTICLE I

The surviving corporation is PUBLIC ACCESS TECHNOLOGY.COM, INC., whose jurisdiction is Florida.

The merging corporation is QUALITYCLICK.COM, INC., whose jurisdiction is Virginia.

ARTICLE II

The Plan of Merger pursuant to which the merging corporation shall merge with and into the surviving corporation is attached as Exhibit A and made of part of these Articles of Merger.

ARTICLE III

The effective date of the merger herein provided for in the State of Florida and the filing date of these Articles of Merger shall be August 30, 2000.

ARTICLE IV

The Plan of Merger was adopted by the Shareholders of the surviving corporation on August 25, 2000.

The Plan of Merger was adopted by the Shareholders of the merging corporation on August 21, 2000.

EXHIBIT A

THIS PLAN OF MERGER was adopted by QUALITYCLICK.COM, INC., a corporation of the Commonwealth of Virginia ("QualityClick"), by vote of its Board of Directors, and was adopted by PUBLIC ACCESS TECHNOLOGY.COM, INC., a corporation organized under the laws of the State of Florida ("PAT"), by vote of its Board of Directors.

1. QualityClick and PAT shall, pursuant to the provisions of the laws of the State of Florida and of the laws of the Commonwealth of Virginia, be merged and PAT shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the State of Florida. The separate existence of QualityClick, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time and date in accordance with the provisions of the laws of the Commonwealth of Virginia.

2. The Articles of Incorporation of PAT, as in force and effect at the effective time and date of the merger in the State of Florida, shall be the Articles of Incorporation of the surviving corporation. PAT's Articles of Incorporation shall be amended to increase the number of authorized shares of preferred stock before the merger.

3. The bylaws of PAT, as in force and effect at the effective time and date of the merger, will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Florida.

4. The directors and officers in office of PAT, as determined by QualityClick and PAT, at the effective date and time of the merger 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.

5. Each issued share of common stock of QualityClick, outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled and one share of Class D Preferred Stock of the surviving corporation shall be issued in exchange therefor. The issued shares of Class A Preferred Stock of PAT shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving Class A Preferred Stock of the corporation. Each issued share of Class B Preferred Stock and Class C Preferred Stock of PAT outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled and one share of Class E Preferred Stock of the surviving corporation shall be issued in exchange therefor. Each issued share of Common Stock of PAT outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of

the merger, be cancelled and a ½ share of Class F Preferred Stock of the surviving corporation shall be issued in exchange therefor.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of PAT for their approval or rejection in the manner prescribed by the provisions of the laws of the State of Florida and to the shareholders of QualityClick for their approval or rejection in the manner prescribed by the laws of the Commonwealth of Virginia.

7. If the Plan of Merger shall have been approved by the shareholders of PAT in the manner prescribed by the provisions of the laws of Florida and by the shareholders of QualityClick in compliance with the laws of the Commonwealth of Virginia, then the terminating 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 by the Commonwealth of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. 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.

9. The Board of Directors of the terminating corporation and the surviving corporation may amend this Plan at any time before filing the Certificate of merger with the Virginia State Corporation Commission except as provided by law.

ARTICLE V

The merger of the surviving corporation and the merging corporation is permitted by the laws of the jurisdiction of organization of each of the merging parties and both are in compliance with these laws.

The undersigned declares that the facts herein stated are true as of August 30, 2000.

PUBLIC ACCESS TECHNOLOGY.COM, INC.,  
a Florida corporation

By: Charles L. Pope  
Charles L. Pope, Chief Financial Officer

QUALITYCLICK.COM INC.,  
a Virginia corporation

By: F. Gray Kiger, Jr.  
F. Gray Kiger, Jr., Chairman