

P98000073627

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON  
PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

www.katzlaw.com

Orlando Office

Suite 900  
111 North Orange Avenue  
ORLANDO, FL 32801  
(407) 841-7100  
fax (407) 648-0660

Tallahassee Office

12<sup>th</sup> Floor  
106 East College Avenue  
TALLAHASSEE, FL 32301  
(850) 224-9634  
fax (850) 222-0103

Miami Office

Suite 409  
2998 NE 191<sup>st</sup> Street  
AVENTURA, FL 33180  
(305) 932-0996  
fax (305) 932-0972

Washington, DC Office

Suite 750  
801 Pennsylvania Avenue, NW  
WASHINGTON, D.C. 20004  
(202) 393-1132  
fax (202) 624-0659

Reply to: Tallahassee Office

July 7, 2000

**Via Hand Delivery**

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

100003316081--2  
-07/07/00--01043--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: WHERE TO GO, INC.  
Document No. P98000073627  
Articles of Merger

Dear Division of Corporations:

I have enclosed for filing an original and a copy of the Articles of Merger of Where To Go, Inc. into GoDecks.com, Inc.

Please file the Articles, certify one copy, and provide a certificate of good standing. A messenger will pick up the certified copy and certificate of good standing tomorrow afternoon.

I have enclosed a check in the amount of \$87.50 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

Jessica J. Ferreri

Jessica J. Ferreri  
Assistant to Junious D. Brown

\*  
prepared  
a cc's as a  
cus of good  
standing was not  
applicable  
Enclosures

SP

merger  
Spay  
7/10/00

RECEIVED  
00 JUL -7 AM 10:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 JUL -7 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

WHERE TO GO, INC., a FL corp., #P98000073627

INTO

**GODECKS.COM, INC..** a Delaware corporation not qualified in Florida

File date: July 7, 2000

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER  
OF  
WHERE TO GO, INC., a Florida corporation  
INTO  
GODECKS.COM, INC., a Delaware corporation**

FILED  
00 JUL -7 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Where To Go, Inc. and GoDecks.com, Inc. adopt the following Articles of Merger:

1. An Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A," and incorporated by reference as if fully set forth herein, has been approved by the shareholders of each of the constituent corporations.

2. The Agreement and Plan of Merger was adopted by the unanimous written consent of the shareholders of Where To Go, Inc., a Florida corporation on July 7, 2000.

3. The Agreement and Plan of Merger was adopted by the unanimous written consent of the shareholders of GoDecks.com, Inc., a Delaware corporation on July 7, 2000.

4. Pursuant to the Agreement and Plan of Merger, all issued and outstanding shares of Where To Go, Inc. will be converted into and exchanged for shares of GoDecks.com, Inc., the surviving corporation.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by their respective duly authorized officers as of the 7 day of July, 2000.

WHERE TO GO, INC.,  
a Florida corporation

By: Yvonne Michelle Levin Pres.  
Yvonne Michelle Levin, President

GODECKS.COM, INC.,  
a Delaware corporation

By: Charles Levin  
Authorized Officer

Charles Levin  
Print Name

## EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is dated as of July 7, 2000 and is between WHERE TO GO, INC., a Florida corporation ("WTG") and GODECKS.COM, INC., a Delaware corporation ("GODECKS"). WTG and GODECKS are hereinafter sometimes collectively referred to as the "Constituent Corporations."

#### Background of this Agreement

WTG is a corporation duly organized and existing under the laws of the State of Florida.

GODECKS is a corporation duly organized and existing under the laws of the State of Delaware.

On the date of this Agreement, WTG has authority to issue 1,000,000 shares of Common Stock, \$.001 par value per share ("WTG Common Stock"), of which 768,048 shares are issued and outstanding

On the date of this Agreement, GODECKS has authority to issue 10,000,000 shares of common stock, \$0.01 par value per share ("GODECKS Common Stock"), of which one share is issued and outstanding and 5,250,000 shares of preferred stock, \$0.01 par value per share, none of which are issued and outstanding.

The respective Boards of Directors of WTG and GODECKS have, by resolutions duly adopted, approved this Agreement and directed that it be executed by the undersigned officers and that it be submitted to their respective shareholders for approval.

#### Agreement

WTG and GODECKS hereby agree as follows:

1. Merger. WTG shall be merged with and into GODECKS (the "Merger") and GODECKS shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall become effective upon the time and date of filing of such documents as may be required under applicable law (the "Effective Date").

2. Certificate of Incorporation and Bylaws. The Certificate of Incorporation of GODECKS, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation and the Bylaws of GODECKS, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws.

3. Succession. At the Effective Date, the separate corporate existence of WTG shall cease, and GODECKS shall possess all rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively be the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of WTG, its shareholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies and agreements, arrangements, appraisals and authorizations of GODECKS and shall be as effective and binding thereon as the same were with respect to WTG. The employees and agents of WTG shall become the employees and agents of GODECKS and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of WTG.

4. Further Assurances. From time to time, as and when required by GODECKS or by its successors and assigns, there shall be executed and delivered on behalf of WTG such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in GODECKS the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of WTG, and otherwise to carry out the purposes of this Agreement, and the officers and directors of GODECKS are fully authorized in the name of and on behalf of WTG or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. Conversion of Shares.

(a) Each share of WTG Common Stock outstanding immediately prior to the Effective Date shall, by virtue of the Merger, and without any action on the part of the holder thereof, be converted into one share of Common Stock of the Surviving Corporation and .3255005 shares of Series A Preferred Stock.

(b) Each share of GODECKS Common Stock outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.

6. Condition to Merger. The Merger shall have received the requisite approval of the Board of Directors and shareholders of WTG pursuant to the Florida Business Corporation Act; and the approval of the Board of Directors and shareholders of GODECKS pursuant to the Delaware General Corporation Law.

7. Amendment. Subject to applicable law, this Agreement may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the Effective Date with respect to any of the terms contained herein.

8. Abandonment. At any time prior to the Effective Date, this Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either GODECKS or WTG, or both, notwithstanding approval of this Agreement by the stockholders of GODECKS or the stockholders of WTG, or both.

9. Counterparts. This Agreement may be signed in any number of counterparts, each of which shall be an original, and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, WTG and GODECKS have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

WHERE TO GO, INC.,  
a Florida corporation

By: Yvonne Michelle Levin Pres.  
Yvonne Michelle Levin, President

GODECKS.COM, INC.,  
a Delaware corporation

By: Charles Levin  
Authorized Officer

Charles Levin  
Print Name