

P980000 75272

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
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01 JAN 23 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 JAN 24 PM 3:42
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

WORLDWIDETALK, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$113.75

78.75

Corrected

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Therger

01-25-01

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ARTICLES OF MERGER
Merger Sheet

MERGING:

WORLDWIDETALK, INC., a Florida corporation, P98000075272

INTO

WORLDWIDETALK, INC.. a Delaware corporation not qualified in Florida

File date: January 23, 2001

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2001

WORLDWIDETALK, INC.
5560 N. US HIGHWAY 1
MELBOURNE, FL 32940

SUBJECT: WORLDWIDETALK, INC.
REF: P98000075272

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

The date of adoption of each amendment must be included in the document.

We must have the Articles of Merger submitted with the Plan.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000009788
Letter Number: 201A00004190

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 24, 2001

WORLDWIDETALK, INC.
5560 N. US HIGHWAY 1
MELBOURNE, FL 32940SUBJECT: WORLDWIDETALK, INC.
REF: P98000075272

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.

✓ The fax audit number, shown at the bottom of the third page of the document, is incorrect.

Florida Statutes require the Articles of Merger and Plan of Merger to be filed with the Secretary of State of Florida pursuant to 607.1104 and 607.1105, Florida Statutes. You must submit the Articles of Merger along with the Plan.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H01000009788
Letter Number: 701A00003909

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CAPITAL CONNECTION
FROM : Cacciatore

850 222 1222

FAX NO. : 321 308 3999

01/25 '01 11:10 NO.149 02/02

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FILED
JAN 23 PM 4:56
SECRETARY OF STATE
ALLAN SSEE, FLORIDA

ARTICLES OF MERGER


The following articles of merger are submitted in accordance with the Florida Business Act, Pursuant to section 607.1105, F.S.

- First: The name and jurisdiction of the surviving corporation: WorldWideTalk, Inc., a Delaware Corporation.
- Second: The name and jurisdiction of each merging corporation: WorldWideTalk, Inc., a Florida Corporation.
- Third: The Agreement and Plan of Merger (Agreement) is attached.
- Fourth: The Merger shall become effective upon completion of the following actions:
- (a) This Agreement and the Merger shall have been adopted and approved by the stockholders of PARENT and the sole stockholder of SUBSIDIARY in accordance with the requirements of the Florida Business Corporation Act and the Delaware General Corporation Law;
 - (b) All of the conditions precedent to the consummation of the Merger specified in the Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;
 - (c) Articles of Merger shall have been filed with the Secretary of State of the State of Florida; and
 - (d) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware.
- Fifth: The plan of merger was adopted by the Board of Directors on January 22, 2001, and shareholder approval was not required.
- Sixth: The plan of merger was adopted by the Board of Directors on January 22, 2001, and shareholder approval was not required.

WorldWideTalk, Inc.,
Florida Corporation


John M. Cacciatore
Secretary

WorldWideTalk, Inc.,
Delaware Corporation


John M. Cacciatore
Secretary

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**AGREEMENT AND PLAN OF MERGER
OF
WORLDWIDETALK, INC.
(A Florida Corporation)
AND
WORLDWIDETALK, INC.
(A Delaware Corporation)**

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 22, 2001 (this "Agreement") is hereby made by and between WorldWideTalk, Inc., a Florida corporation ("PARENT"), and WorldWideTalk, Inc., a Delaware corporation and wholly-owned SUBSIDIARY of PARENT ("SUBSIDIARY"). PARENT and SUBSIDIARY are sometimes referred to herein as the "Constituent Corporations."

RECITALS:

A. PARENT is a corporation duly organized and existing under the laws of the State of Florida and has a total authorized capital stock of 26,000,000 shares, which consists of 1,000,000 shares of preferred stock of PARENT ("Preferred Stock"), par value \$0.01 per share, none of which is outstanding, and 25,000,000 shares of common stock of PARENT ("Common Stock"), par value \$0.01 per share, of which 13,950,763 are presently outstanding.

B. SUBSIDIARY is a corporation duly organized and existing under the laws of the State of Delaware and has a total authorized capital stock of 34,900,000 shares. The number of shares of Preferred Stock authorized to be issued is 12,900,000, par value \$.001 per share, of which 12,900,000 shares have been designated as Series A Preferred Stock. No shares of Preferred Stock were outstanding as of the date hereof and prior to giving effect to the transactions contemplated hereby. The number of shares of Common Stock authorized to be issued is 22,000,000, par value \$.001 per share, of which 1,000 are presently outstanding, all of which are held by PARENT.

C. The Board of Directors of PARENT has determined that, for the purpose of effecting the reincorporation of PARENT in the State of Delaware, it is advisable and in the best interests of PARENT that PARENT merge with and into SUBSIDIARY upon the terms and conditions herein provided.

D. The respective Boards of Directors of SUBSIDIARY and PARENT have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and executed by the undersigned officers.

E. SUBSIDIARY is a wholly-owned SUBSIDIARY of PARENT.

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NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, SUBSIDIARY and PARENT hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I. MERGER

1.1 MERGER. In accordance with the provisions of this Agreement, the Florida Business Corporation Act and the Delaware General Corporation Law, PARENT shall be merged with and into SUBSIDIARY (the "Merger"), the separate existence of PARENT shall cease and SUBSIDIARY shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be WorldWideTalk, Inc., a Delaware corporation.

1.2 FILING AND EFFECTIVENESS. The Merger shall become effective upon completion of the following actions:

(a) This Agreement and the Merger shall have been adopted and approved by the stockholders of PARENT and the sole stockholder of SUBSIDIARY in accordance with the requirements of the Florida Business Corporation Act and the Delaware General Corporation Law;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) Articles of Merger shall have been filed with the Secretary of State of the State of Florida; and

(d) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware.

The date and time when the Merger shall become effective as aforesaid, is herein called the "Effective Date of the Merger."

1.3 EFFECT OF THE MERGER. Upon the Effective Date of the Merger, the separate existence of PARENT shall cease and SUBSIDIARY, as the Surviving Corporation (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and PARENT's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of PARENT in the manner more fully set forth in Section 259 of the General Corporation Law of the State of Delaware, (iv) shall continue to be subject to all of the debts, liabilities and obligations of SUBSIDIARY as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of PARENT in the same manner as if SUBSIDIARY had itself incurred them, all as more fully provided under the applicable

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provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware.

ARTICLE II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of SUBSIDIARY as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 BYLAWS. The Bylaws of SUBSIDIARY as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 DIRECTORS AND OFFICERS. The directors and officers of PARENT immediately prior to the Effective Date of the Merger shall become the directors and officers of SUBSIDIARY, as the Surviving Corporation, until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

ARTICLE III. MANNER OF CONVERSION OF STOCK

3.1 PARENT COMMON SHARES AND PREFERRED SHARES. Upon the Effective Date of the Merger, each share of PARENT Common Stock, par value \$0.01 per share, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such share or any other person, be converted into and exchanged for .3456356 share of fully paid and nonassessable share of Common Stock, par value .001 per share, of the Surviving Corporation.

3.2 PARENT OPTIONS AND STOCK PURCHASE RIGHTS. Upon the Effective Date of the Merger, the Surviving Corporation shall assume and continue any stock option plans and all other employee benefit plans of PARENT. Each outstanding and unexercised option, warrant or other right to purchase PARENT Common Stock or Preferred Stock shall become an option, warrant or right to purchase the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, on the basis of .3456356 share of the Surviving Corporation's Common Stock or Preferred Stock for each share of PARENT Common Stock or Preferred Stock issuable pursuant to any such option, warrant or stock purchase right on the same terms and conditions and at an exercise price per share equal to the quotient of (1) the exercise price per share applicable to any such PARENT option, warrant or stock purchase right at the Effective Date of the Merger, divided by (2) .3456356.

A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options and stock purchase rights equal to the product of (1) the number of shares of PARENT Common Stock so reserved immediately prior to the Effective Date of the Merger, multiplied by (2) .3456356.

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3.3 SUBSIDIARY COMMON STOCK. Upon the Effective Date of the Merger, each share of Common Stock, par value \$0.001 per share, of SUBSIDIARY issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by SUBSIDIARY, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.4 EXCHANGE OF CERTIFICATES. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of PARENT Common Stock may be asked to surrender the same to the Surviving Corporation for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of PARENT Common Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock into which shares of PARENT Common Stock were converted as a result of the Merger.

The registered owner on the books and records of the Surviving Corporation of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued as a result of the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of PARENT so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws, or other such additional legends as agreed upon by the holder and the Surviving Corporation.

If any certificate for shares of SUBSIDIARY stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to SUBSIDIARY any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of SUBSIDIARY that such tax has been paid or is not payable.

ARTICLE IV. GENERAL

4.1 COVENANTS OF SUBSIDIARY. SUBSIDIARY covenants and agrees that it will, on or before the Effective Date of the Merger:

4.1.1 Qualify to do business as a foreign corporation in the State of Florida.

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4.1.2 Take such other actions as may be required by the Florida Business Corporation Act.

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

4.3 ABANDONMENT. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either PARENT or of SUBSIDIARY, or of both, notwithstanding the approval of this Agreement by the shareholders of PARENT.

4.4 AMENDMENT. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Florida or the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholder or shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock or any Constituent Corporation.

4.5 REGISTERED OFFICE. The registered office of the Surviving Corporation in the State of Delaware is CorpAmerica, Inc., 30 Old Rudnick Lane, City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is CorpAmerica, Inc.

4.6 AGREEMENT. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 5560 North US Highway 1, Melbourne, Florida 32940, and copies thereof will be furnished to any stockholder or shareholder of either Constituent Corporation, upon request and without cost.

4.7 GOVERNING LAW. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

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4.8 COUNTERPARTS. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Boards of Directors of WorldWideTalk, Inc., a Florida corporation, and WorldWideTalk, Inc., a Delaware corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

WORLDWIDETALK, INC.,
a Florida corporation

By: _____
Its: _____

ATTEST: _____

Secretary

WORLDWIDETALK, INC.,
a Delaware corporation

By: _____
Its: _____

ATTEST: _____

Secretary

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