

P 98000080605

Requester's Name

Address

IPQuest Corp. 2999 N.E. 191 Street, Suite 709, Aventura, Florida 33180  
A wholly owned subsidiary of Quest Net Corp.

FILED  
MAR 10 AM 9:29  
TALLAHASSEE, FLORIDA  
STATE

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 200003165412--0  
-03/10/00--01085--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

*merger  
3-21-00  
PJS*

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

MERGING:

WINGS ONLINE, INC., a Florida corporation, P95000091556

INTO

**GLOBALBOT CORP.**, a Florida entity, P98000080605.

File date: March 10, 2000

Corporate Specialist: Doug Spitler

## ARTICLES OF MERGER

Globalbot Corp., a Florida corporation, and its wholly owned subsidiary, Wings On Line, Inc., a Florida corporation desiring to merge pursuant to §607.1104 Florida Statutes submit these Articles of Merger pursuant to section 607.1105 Florida Statutes.

### Article I

#### Surviving Corporation

Globalbot Corp., a Florida corporation (the "Parent Corporation"), will be the surviving corporation.

### Article II

#### Merging Corporation

Wings On Line, Inc., a Florida Corporation, the wholly owned subsidiary of the Parent Corporation (the "Subsidiary Corporation"), will be the merging corporation.

### Article III

#### Plan of Merger

The Agreement and Plan of Merger is attached as Exhibit A hereto.

### Article IV

#### Effective Date

The merger of the Subsidiary Corporation with and into the Parent Corporation will become effective upon the filing of these Articles with the Department of State of Florida.

FILED  
00 MAR 10 AM 9:29  
DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

Article V

Mailing of Plan of Merger

The Parent Corporation being the sole stockholder of the Surviving Corporation has waived the requirement of mailing the Plan of Merger.

Article VI

Adoption of Merger by Surviving Corporation

Quest Net Corp. being the sole stockholder of the Surviving Corporation adopted this Plan of Merger on March 7, 2000.

Article VII

Adoption of Merger by Merging Corporation

The Parent Corporation being the sole stockholder of the Subsidiary Corporation adopted this Plan of Merger on March 7, 2000.

IN WITNESS HEREOF, the parties hereto have set their hands and seals this 7<sup>th</sup> day of March 2000.

Globalbot Corp.,  
A Florida corporation

By: Thomas Magill  
Thomas Magill, President

Wings On Line, Inc.,  
a Florida corporation

By: Thomas Magill  
Thomas Magill, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

## **AGREEMENT AND PLAN OF MERGER**

This Agreement is made this 7th day of March 2000 by and between Globalbot Corp., a Florida corporation (the "Parent Corporation") and its wholly-owned subsidiary, Wings On Line, Inc., a Florida corporation (the "Subsidiary Corporation"), said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective shareholders of the Constituent Corporations deem it advisable that the Subsidiary Corporation be merged with and into the Parent Corporation under the laws of the state of Florida in the manner provided therefore pursuant to the laws of the State of Florida in the manner provided there for pursuant to Section 607.1104 of the Florida Statutes.

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein, the Constituent Corporations do hereby agree, to merge upon the terms and conditions below stated.

1. Agreement to Merger. The Constituent Corporations hereby agree that the Subsidiary Corporation shall be merged with and into the Parent Corporation (hereinafter sometimes referred to as the "Surviving Corporation").

2. Name of Parent Corporation. The name of the Parent Corporation is Globalbot Corp., a Florida Corporation.

3. Name of Subsidiary Corporation. The name of the Subsidiary Corporation is Wings On Line, Inc., a Florida Corporation.

4. Manner and Basis for Conversion of Shares. The manner and basis of converting the shares of the Subsidiary Corporation into shares of the Parent Corporation, shall be as follows:

(a) Each share of the Subsidiary Corporation shall become one share of the Parent Corporation. The Parent Corporation shall return the shares received in this merger to its treasury; and they will be deemed for all purposes as authorized but unissued shares.

5. Articles of Incorporation. The articles of incorporation, of the Parent Corporation shall continue to be the articles of the surviving corporation as it is presently filed.

6. Effective Date of Agreement. This Agreement shall become effective as of the date hereof, and the merger shall be effective upon the filing of the articles of merger with the Secretary of State of Florida.

7. Assets and Liabilities. All assets and liabilities of the Subsidiary Corporation shall

become the assets and liabilities of the Parent Corporation

8. Waiver of Mailing. The Parent Corporation as the only stockholder of the Subsidiary Corporation expressly waives the requirement of Section 607.1104(1)(b)4(2), Florida Statutes that it be mailed a copy of the Plan of Merger.

IN WITNESS HEREOF, 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 boards of directors and shareholders of the Constituent Corporations.

Globalbot Corp.,  
A Florida corporation

By: Thomas Magill  
Thomas Magill, President

Wings On Line, Inc.,  
a Florida corporation

By: Thomas Magill  
Thomas Magill, President

**WRITTEN ACTION OF THE STOCKHOLDERS  
OF WINGS ON LINE INC.**

The undersigned, constituting all of the stockholders of Wings On Line, Inc., a Florida corporation ("the Company"), hereby take the following written action in lieu of holding a meeting regarding the same, all pursuant to the terms of pursuant to the terms of Section 607.0704, Florida Statutes.

**RESOLVED**, that the Company be merged into Globalbot Corp., its Parent Corporation and that Globalbot Corp. be the surviving corporation. It is further

**RESOLVED**, that the manner and basis of converting the shares of the Company into shares of the Parent Corporation, shall be as follows:

Each share of the Company shall become one share of the Parent Corporation The Parent Corporation shall return the shares received in this merger to its treasury; and they will be deemed for all purposes as authorized but unissued shares. It is further

**RESOLVED**, that the articles of incorporation, of the Parent Corporation shall continue to be the articles of the surviving corporation as it is presently filed. It is further

**RESOLVED**, that the Merger shall become effective as of the date hereof, and the merger shall be effective upon the filing of the articles of merger with the Secretary of State of Florida. It is further

**RESOLVED**, that all assets and liabilities of the Company shall become the assets and liabilities of the Parent Corporation. It is further

Dated: March 7, 2000

Wings On Line, Inc., Sole Shareholder

By: Thomas Magill  
Thomas Magill, President



**WRITTEN ACTION OF THE STOCKHOLDERS  
OF GLOBALBOT CORP.**

The undersigned, constituting all of the stockholders of Globalbot Corp., a Florida corporation ("the Parent Company"), hereby take the following written action in lieu of holding a meeting regarding the same, all pursuant to the terms of pursuant to the terms of Section 607.0704, Florida Statutes.

**RESOLVED**, that the Parent Company's wholly owned subsidiary, Wings On Line (the Subsidiary Corporation be merged into the Parent Company. It is further

**RESOLVED**, that the manner and basis of converting the shares of the Subsidiary Corporation into shares of the Parent Corporation, shall be as follows:

Each share of the Subsidiary Corporation shall become one share of the Parent Corporation. The Parent Corporation shall return the shares received in this merger to its treasury; and they will be deemed for all purposes as authorized but unissued shares. It is further

**RESOLVED**, that the articles of incorporation, of the Parent Corporation shall continue to be the articles of the surviving corporation as it is presently filed. It is further

**RESOLVED**, that the Merger shall become effective as of the date hereof, and the merger shall be effective upon the filing of the articles of merger with the Secretary of State of Florida. It is further

**RESOLVED**, that all assets and liabilities of the Subsidiary Corporation shall become the assets and liabilities of the Parent Corporation. It is further

**RESOLVED**, that the Parent Corporation as the only stockholder of the Subsidiary Corporation expressly waives the requirement of Section 607.1104(1)(b)4(2), Florida Statutes that it be mailed a copy of the Plan of Merger.

Dated: March 7, 2000

Quest Net Corp., Sole Shareholder

By: 

Charles Wainer, President

1163.