

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301

99000001575

CONTACT: CINDY HICKS

DATE: 7-25-00

REF. #: 0150.12521

CORP. NAME: YAMAVIR SHIPPING INC. INTO:
FROM 2-COM, INC

100003334751--8
-07/25/00--01020--015
*****78.75 *****78.75

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

STATE FEES PREPAID WITH CHECK# 8402 FOR \$ 78

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

Examiner's Initials AR
7/25/00

FILED
00 JUL 25 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUL 25 AM 10:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

YAMAVIR SHIPPING, INC., a Florida corporation P98000094626

INTO

FROM2.COM, INC., a Florida entity, P99000001575

File date: July 25, 2000

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
OF
YAMAVIR SHIPPING, INC.
(a Florida corporation)
INTO
FROM2.COM, INC.
(a Florida corporation)**

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These Articles of Merger are made and entered in to this 19th day of July, 2000 between Yamavir Shipping, Inc., a corporation formed under the laws of the State of Florida ("Yamavir"), and From2.com, Inc., a corporation formed under the laws of the State of Florida ("From2.com").

WHEREAS, From2.com lawfully owns all the outstanding stock of Yamavir, and

WHEREAS, From2.com and Yamavir desire to merge Yamavir with and into From2.com and have From2.com be possessed of all the estate, property, rights, privileges and franchises of Yamavir.

WHEREAS, the Boards of Directors of From2.com and Yamavir, respectively, deem it advisable and generally to the welfare of the two corporations and their respective shareholders that Yamavir merge with and into From2.com pursuant to the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. Plan of Merger. Yamavir shall be merged into From2.com, parent corporation of Yamavir (the "**Merger**") in accordance with the Plan of Merger attached hereto as Exhibit A (the "**Plan of Merger**").

2. Effective Date. The Merger shall be effective upon compliance with the laws of the State of Florida, including the filing of these Articles of Merger with the Secretary of State of Florida (the "**Effective Date**").

3. Shareholder Approval. In accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act, as From2.com owns one hundred percent of the outstanding stock of Yamavir, no shareholder approval is required.

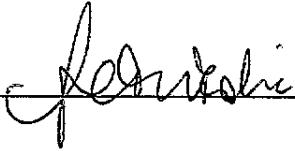
4. Adoption of Plan of Merger. The Plan of Merger was adopted and approved by the Boards of Directors of each of From2.com and Yamavir, respectively, on July 19, 2000.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed by their respective Presidents, and attested to by their respective Secretaries, on the 19th day of July, 2000.

FROM2.COM, INC.

YAMAVIR SHIPPING, INC.

By: _____
Leon Falic
President



By: _____
Leon Falic
President



**PLAN OF MERGER OF
YAMAVIR SHIPPING, INC.
(a Florida corporation)
INTO
FROM2.COM, INC.
(a Florida corporation)**

(UNDER SECTION 607.1104
OF THE FLORIDA BUSINESS
CORPORATION ACT)

This Plan of Merger is made this 19th day of July, 2000 between Yamavir Shipping, Inc., a Florida corporation ("Yamavir"), and From2.com, Inc., a Florida corporation ("From2.com").

WHEREAS, From2.com lawfully owns all the outstanding stock of Yamavir, a corporation organized and existing under the laws of Florida, and

WHEREAS, From2.com and Yamavir desire to merge Yamavir into From2.com and to have From2.com be possessed of all the estate, property, rights, privileges and franchises of Yamavir,

WHEREAS, the Boards of Directors of From2.com and Yamavir, respectively, deem it advisable and generally to the welfare of the two corporations and their respective shareholders that Yamavir merge with and into From2.com pursuant to the Florida Business Corporation Act (the "**Florida Act**").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Merger.** Yamavir, a wholly-owned subsidiary corporation of From2.com, shall be and it hereby is merged into From2.com, parent corporation of Yamavir (the "**Merger**"). The Merger shall be effective upon compliance with the laws of the State of Florida, including the filing of Articles of Merger with the Secretary of State of Florida (the "**Effective Date**").

2. **Cancellation of Shares.** Upon the Effective Date, each outstanding share of Common Stock of Yamavir shall be cancelled.

3. **Dissenting Shareholders.** The shareholders of Yamavir who, except for the applicability of Section 607.1104 of the Florida Act, would be able to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Act, may be entitled,

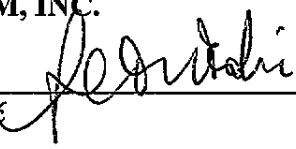
if they comply with the Florida Act regarding the right of dissenting shareholders, to be paid the fair value of their shares.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed on the date first set forth above.

FROM2.COM, INC.

By: _____

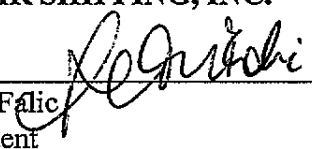
Leon Falić
President



YAMAVIR SHIPPING, INC.

By: _____

Leon Falić
President



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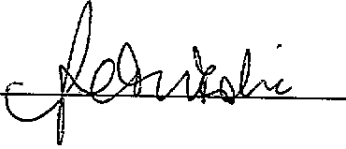
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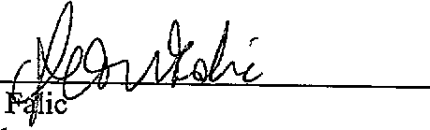
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By: _____
Leon Falic
President



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