

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P99000001575

FILED

01 MAR 14 PM 4:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 03-¹⁴~~29~~-01

400003853174--1
-03/15/01--01002--004
*****78.75 *****78.75

REF. #: 29292.010000

CORP. NAME: ARZoon Acquisition, INC
merging into From2, INC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

Merger
3-15-01
MKS

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 14 PM 4:07
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF MERGER
Merger Sheet

MERGING:

ARZOOM ACQUISITION, INC., a Florida corporation, P01000020512

INTO

FROM2, INC., a Florida entity, P99000001575

File date: March 14, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
of
ARZOOK ACQUISITION, INC., a Florida corporation
into

FILED
01 MAR 14 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM2, INC., a Florida corporation

Pursuant to the provisions of Sections 607.1101, 607.1103, and 607.1105 of the Florida Business Corporation Act (the "Act"), ARZOOK ACQUISITION, INC., a Florida corporation ("Acquisition"), and FROM2, INC., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging Acquisition with and into the Surviving Corporation (the "Merger").

FIRST: The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1101 of the Act, is as set forth in these Articles of Merger.

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of Acquisition or the Surviving Corporation, (i) Acquisition shall be merged with and into the Surviving Corporation with the Surviving Corporation being the surviving corporation of the Merger, and the separate existence of Acquisition shall thereupon cease, (ii) each share of common stock of Acquisition issued and outstanding at the Effective Time shall be converted into one hundred shares of the voting common stock of the Surviving Corporation, (iii) each share of the Surviving Corporation's Series A Convertible Preferred Stock, \$.01 par value per share, issued and outstanding immediately prior to the Effective Time shall be converted into .06261922 shares of Common Stock ("Arzook Common Stock"), \$.0001 par value per share of Arzook.com, Inc., a Delaware corporation ("Arzook Common Stock") and .100876528 shares of Series C Preferred Stock ("Arzook Preferred Stock"), \$.0001 par value per share of Arzook, (iv) each share of the Surviving Corporation's Series B Convertible Preferred Stock, \$.01 par value per share, issued and outstanding immediately prior to the Effective Time shall be converted into .06261922 shares of Arzook Common Stock and .141399933 shares of Arzook Preferred Stock, (v) each share of the Surviving Corporation's Common Stock, \$.01 par value per share ("Surviving Corporation Common Stock"), issued and outstanding immediately prior to the Effective Time shall be converted into .06344209 shares of Arzook Common Stock, and (vi) each option to purchase shares of Surviving Corporation Common Stock, issued and outstanding immediately prior to the Effective Time shall be converted into options to purchase .00402899 shares of Arzook Common Stock. The Merger shall have the effects set forth in Section 607.1106 of the Act, and all property, rights, privileges, policies and franchises of each of the Surviving Corporation and Acquisition shall vest in the Surviving Corporation and all debts, liabilities and duties of each of the Surviving Corporation and Acquisition shall become the debts, liabilities and duties of the Surviving Corporation.

THIRD: The Articles of Incorporation of Acquisition in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation thereafter, unless and until amended in accordance with applicable law.

FOURTH: The Bylaws of Acquisition in effect at the Effective Time shall be the Bylaws of the Surviving Corporation thereafter, unless and until amended in accordance with applicable law.

FIFTH: The officers and directors of Acquisition in office at the Effective Time shall become the officers and directors of the Surviving Corporation at the Effective Time, each to hold thereafter a directorship and/or office of the Surviving Corporation, until their respective successors are duly elected and qualified.

SIXTH: The Plan of Merger was approved (i) by (A) the unanimous written consent of the Board of Directors of the Surviving Corporation dated as of March 7, 2001, and (B) the written consent of the holders of at least a majority of the outstanding shares of capital stock of the Surviving Corporation dated as of March 7, 2001, and (ii) by (A) the unanimous written consent of the Board of Directors of Acquisition dated as of March 7, 2001, and (B) the written consent of the sole holder of all of the outstanding shares of capital stock of Acquisition dated as of March 7, 2001.

IN WITNESS WHEREOF, each of the Surviving Corporation and Acquisition have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, on this 7th day of March, 2001.

ARZOOM ACQUISITION, INC., a Florida corporation

By: Karen Andre
Name: Karen Andre
Title: Vice President and Treasurer

FROM2, INC., a Florida corporation

By: Leon Fallick
Name: Leon Fallick
Title: President