

P99000002170

T-253 P. 01/04 E-284

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FARMBID.COM, INC., a Florida corporation, P99000033691

INTO

INFOSPOT.COM, INC. which changed its name to

FARMBID.COM, INC., a Florida entity, P99000002170

File date: December 30, 1999, effective December 31, 1999

Corporate Specialist: Darlene Connell

**Articles of Merger
for
Infospot.com, Inc.
and Farmbid.com, Inc.,**

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EFFECTIVE DATE
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Article 1

Plan of Merger

The Board of Directors of Infospot.com, Inc. and Farmbid.com, Inc., respectively, have adopted by unanimous written consent the following Plan of Merger:

- I. The name of the subsidiary corporation, the shares of which that are to be acquired, is Farmbid.com, Inc., (the "Acquired Subsidiary") and the name of the Corporation acquiring the shares of the Acquired Subsidiary is Infospot.com, Inc. (the "Parent Company").
- II. The exchange of shares shall be a tax-free share for share exchange of like for like and equal value for the purpose of effecting a tax-free reorganization pursuant to sections 354 and 368(a) of the Internal Revenue Code of 1986, as amended.
- III. All assets, liabilities, rights and interests including, but not limited to, all data, products, inventions, patents, copyrights or trademarks (or any application therefor), know-how, data, process, technique, design, drawing, program, formula or test data, work in process, engineering, manufacturing, marketing, financial, sales, supplier, customer, employee, investor, or business information, whether in oral, written, or graphic form of the Acquired Subsidiary shall be transferred, assumed and assigned in their entirety to the Parent Company.
- IV. The Acquired Subsidiary, in exchange for 100% of its respective outstanding shares, shall receive a like number of shares from the Parent Company as follows:

**Shares Contributed by
Acquired Subsidiary**

1,000 Shares of Common Stock
par \$.0001 per share

**Shares of Parent Company
Exchanged for Contribution**

1,000 Shares of Common
Stock par \$.0001 per share

- V. The exchange of shares between the Acquired Subsidiary and the Parent Company is subject to the approval of the Parent and Subsidiary's Board of Directors.
- VI. Except for amendments enumerated in Fla Stat. §607.1002, the Articles of Incorporation of the Parent Company are adopted unchanged, and accordingly: (a) the holders of the exchanged for Common Stock in the Parent Company are entitled to one vote per share for the election of directors and with respect to all other matters submitted to a vote of stockholders. Shares of Common Stock do not have cumulative voting rights, which means that the holders of more than fifty percent (50%) of such shares voting for the election of directors can elect one hundred percent (100%) of the directors if they choose to do so and, in such event, the holders of the remaining shares so voting will not be able to elect any directors, and

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(b) upon any liquidation, dissolution or winding-up of the Parent Company, the assets of the Parent Company, after the payment of the Parent Company's debts and liabilities and payment of unpaid dividends and preferences for any class of "Preferred Stock" outstanding, if any, will be distributed pro-rata to the holders of the Common Stock. The holders of the Common Stock do not have preemptive or conversion rights to subscribe for any securities of the Parent Company and have no right to require the Parent Company to redeem or purchase their shares. The holders of Common Stock are entitled to share equally in dividends, as and when declared by the Board of Directors of the Parent Company, out of funds legally available therefor, subject to the priorities accorded any class of Preferred Stock, if any, issued. A consolidation or merger of the Parent Company, or a sale, transfer or lease of all or substantially all of the assets of the Parent Company, which does not involve distribution by the Parent Company of cash or other property to the holders of Common Stock, will not be deemed to be a liquidation, dissolution or winding up of the Parent Company.

VII. Each certificate representing shares of exchanged for Common Stock of the Parent Company now, or for an applicable term hereafter, held by a stockholder shall bear a legend in substantially the following form:

The securities evidenced by this stock certificate have not been registered pursuant to the Securities Act of 1933, as amended, (the "Act"), and accordingly, may not be sold or transferred in the absence of an effective registration statement for the securities under the Act or an opinion of counsel for the Company that such transaction is exempt from the registration requirement.

Article 2

Effective Date of Merger

The effective date of the merger shall be December 31, 1999.

Article 3

Approvals

Pursuant to Fla. Stat §607.1104, shareholder approval of the merger was not required as Infospot.com, Inc. is the sole shareholder of the subsidiary Farmbid.com, Inc. Accordingly, approval of the Plan of Merger was by unanimous written consent of each of the Board of Directors of Infospot.com, Inc. and Farmbid.com, Inc., respectively.

Article 4

Date of Adoption

The date of the adoption of the Plan of Merger by the Board of Directors of Infospot.com, Inc. and Farmbid.com, Inc., respectively, was December 30, 1999. The separate existence of the subsidiary shall cease as of the Effective Date of Merger.

Article 5

Adoption of Name

Pursuant to a majority vote of both the shareholders and Board of Directors of the surviving parent corporation on December 30, 1999, the surviving parent corporation hereby adopts the name "Farmbid.com, Inc." as of the Effective Date of Merger.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Merger on the 30th day of December 1999.

ATTEST:

Secretary or
Assistant Secretary

FARMBID.COM, INC.

By:

Theodore Farnsworth, Chairman of the Board

ATTEST:

Secretary or
Assistant Secretary

INFOSPOT.COM, INC.

By:

Theodore Farnsworth, Chairman of the Board