

P99000005313

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Corporation(s) Name

My Jones Online, Inc. (FL)

into:

My Jones Online, Inc. (Del.)

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TALLAHASSEE, FL 32301  
SECRETARY OF STATE

☐ Profit  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MY DOCS ONLINE, INC., a Florida corporation, P99000005313

INTO

**MY DOCS ONLINE, INC..** a Delaware corporation not qualified in Florida

File date: May 22, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**

**FOR**

**MY DOCS ONLINE, INC.**  
**(a Florida corporation)**

**AND**

**MY DOCS ONLINE, INC.**  
**(a Delaware corporation)**

Pursuant to Sections 607.0120, 607.1101, 607.1103, 607.1105, and 607.1107 of the Florida Business Corporation Act and Section 252 and other applicable provisions of the Delaware General Corporation Law, these Articles of Merger provide that:

**FIRST:** My Docs Online, Inc., a Florida corporation, shall merge with and into My Docs Online, Inc., a Delaware corporation, and My Docs Online, Inc., a Delaware corporation, shall be the surviving corporation. The name of the surviving corporation shall be My Docs Online, Inc.

**SECOND:** That the effective date of the merger (the "Effective Date") shall be the later to occur of the filing of this Articles of Merger with the Florida Department of State or the filing of the Certificate of Merger with the Secretary of State of Delaware.

**THIRD:** The Agreement and Plan of Merger dated May 18, 2000, and attached hereto as Exhibit A, pursuant to which My Docs Online, Inc., a Florida corporation, shall be merged with and into My Docs Online, Inc., a Delaware corporation, was adopted by the shareholders of My Docs Online, Inc., a Florida corporation, by written consent dated May 18, 2000, and by the shareholders of My Docs Online, Inc., a Delaware corporation, by written consent on May 18, 2000.

***[SIGNATURES APPEAR ON FOLLOWING PAGE]***

**FILED**  
**00 MAY 22 PM 2:09**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

IN WITNESS WHEREOF, the above and foregoing Articles of Merger  
were executed as of the 18th day of May, 2000

My Docs Online, Inc.  
a Florida Corporation

By: [Signature]  
Name: Stephen J. Dempsey  
Title: President

My Docs Online, Inc.  
a Delaware Corporation

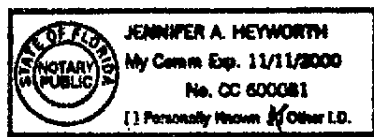
By: [Signature]  
Name: Stephen J. Dempsey  
Title: President

STATE OF FLORIDA }

COUNTY OF LEE }

SS:

The foregoing instrument was acknowledged before me this 18 day of  
May 2000, by Stephen J. Dempsey, as President of My Docs Online, Inc., a Florida  
corporation, on behalf of the corporation who is personally known to me or has  
produced FLA. D.L. as identification.



[Signature]  
NOTARY PUBLIC, State of Florida at large

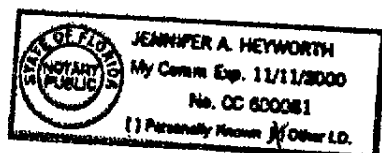
My Commission Expires: 11/11/2000

STATE OF FLORIDA }

COUNTY OF LEE }

SS:

The foregoing instrument was acknowledged before me this 18 day of  
May 2000, by Stephen J. Dempsey, as President of My Docs Online, Inc., a  
Delaware corporation, on behalf of the corporation who is personally known to me or  
has produced FLA D.L. as identification.



[Signature]  
NOTARY PUBLIC, State of Florida at large

My Commission Expires: 11/11/2000

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (this "Agreement") is entered into as of May 18, 2000, by and between My Docs Online, Inc., a Delaware corporation ("My Docs Online-DE"), and My Docs Online, Inc., a Florida corporation (the "My Docs Online-FL").

**WHEREAS**, My Docs Online-DE and My Docs Online-FL deem it advisable that My Docs Online-FL merge with and into My Docs Online-DE under and pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "Delaware Act") and Sections 607.1105 and 1107 of the Florida Business Corporation Act ("Florida Act").

**NOW, THEREFORE**, My Docs Online-DE and My Docs Online-FL have agreed to the terms and conditions of the merger as follows:

**FIRST:** My Docs Online-FL shall merge into My Docs Online-DE, and My Docs Online-DE shall be the surviving corporation. The surviving corporation will continue to operate under the name My Docs Online, Inc.

**SECOND:** The Certificate of Incorporation of My Docs Online-DE, as in effect on the effective date of merger as set forth in this Agreement, shall continue in full force and effect as the certificate of incorporation of the corporation surviving this merger.

**THIRD:** The single presently issued and outstanding share of common stock, par value \$.001, of My Docs Online-DE, being all of the capital stock outstanding, shall be reacquired and cancelled by My Docs Online-DE on the effective date of the merger and the shareholder shall be paid one dollar (\$1.00) per share.

**FOURTH:** On the effective date of this Agreement, the holders of shares of Class A voting common stock, par value \$.01 per share, in My Docs Online-FL shall be issued pro rata two shares of common stock, par value \$.001 per share, of My Docs Online-DE for every share of Class A voting common stock, par value \$.01 per share in My Docs Online-FL. The rights, qualifications, limitations and restrictions of the common stock are set forth in the Certificate of Incorporation of My Docs Online-DE. All capital stock of My Docs Online-FL shall, by virtue of this merger and without any action on the part of the holders thereof, be canceled and retired and cease to exist.

**FIFTH:** The terms and conditions of the merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of My Docs Online-FL

shall become vested in and be held by My Docs Online-DE as fully and entirely and without change or diminution as the same were before held and enjoyed by My Docs Online-FL, and My Docs Online-DE shall assume all of the obligations of My Docs Online-FL.

(b) The single presently issued and outstanding share of common stock, par value \$.001, of My Docs Online-DE, being all of the capital stock outstanding, shall be reacquired and cancelled by My Docs Online-DE on the effective date of the merger and the shareholder shall be paid one dollar (\$1.00) per share.

(c) Each share of Class A voting common stock, par value \$.01 per share of My Docs Online-FL which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into two issued and outstanding shares of common stock, par value \$.001 per share, of My Docs Online-DE and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of My Docs Online-FL shall automatically be and become holders of shares of My Docs Online-DE upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the Bylaws of My Docs Online-DE shall be the Certificate of Incorporation and the Bylaws of My Docs Online-DE as in effect immediately prior to such effective time and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

(e) The members of the Board of Directors and officers of My Docs Online-DE shall be the members of the Board of Directors and the corresponding officers of My Docs Online-DE immediately before the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of My Docs Online-FL and of My Docs Online-DE shall be entered on the books of My Docs Online-DE at the amounts at which they shall be carried at such time on the respective books of My Docs Online-FL and of My Docs Online-DE, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger.

(g) The effective date of the merger shall be the later to occur of the date on which the Delaware Certificate of Merger is accepted for filing with the Secretary of State of the State of Delaware, substantially in the form attached hereto as Exhibit A, and the date on which the Florida Articles of Merger is

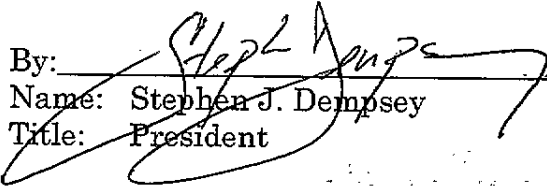
accepted for filing with the Florida Department of State, substantially in the form attached hereto as Exhibit B.

**SIXTH:** This Agreement and Plan of Merger may be executed in counterparts.

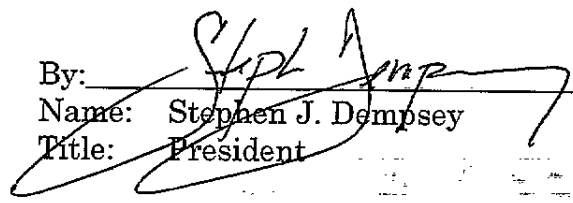
***[SIGNATURES APPEAR ON FOLLOWING PAGE]***

IN WITNESS THEREOF, My Docs Online-DE and My Docs Online-FL have executed this Agreement and Plan of Merger as of the date set forth above.

**My Docs Online, Inc.,  
a Delaware Corporation**

By:   
Name: Stephen J. Dempsey  
Title: President

**My Docs Online, Inc.,  
a Florida Corporation**

By:   
Name: Stephen J. Dempsey  
Title: President