

99000018891

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From: Account Name : BROAD AND CASSEL (BOCA RATON)
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RECEIVED
00 MAY 30 PM 1:17
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

MERCHANTONLINE.COM, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Merge
30
XRC 5-6
5/30/00 9:13 AM

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

APPROVE.NET., INC., a California corporation not qualified in Florida

INTO

MERCHANTONLINE.COM. INC., a Florida entity, P99000018891.

File date: May 30, 2000

Corporate Specialist: Karen Gibson

MAY 30 '00 11:18AM BROAD AND CASSEL

P.2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2000

MERCHANTONLINE.COM. INC.
1600 S. DIXIE HWY., 3RD FLOOR
BOCA RATON, FL 33432

SUBJECT: MERCHANTONLINE.COM. INC.
REF: P99000018891

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CHECK AND CORRECT THE NAME OF THE MERGING CORPORATION. IT IS LISTED TWO DIFFERENT WAYS. THE FIRST SENTENCE IN #1 SHOWS A DIFFERENCE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000029158
Letter Number: 400A00030297

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**ARTICLES OF MERGER
OF
MERCHANTONLINE.COM, INC.,
a Florida corporation
and
APPROVE.NET, INC.,
a California corporation**

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MAY 30 PM 3:29
TALLAHASSEE, FL
SECRETARY OF STATE


In accordance with the applicable sections 607.1101-607.1104, governing the merger of a foreign corporation into a Florida corporation with the Florida corporation as the surviving corporation, the corporations hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging corporations are **APPROVE.NET, INC.**, (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of California, and the existence of which will cease, and **MERCHANTONLINE.COM, INC.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida.
2. The Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A".
3. The merger shall be effective as of the date of filing with the Florida Department of State.
4. The Plan of Merger was approved and adopted by the Board of Directors and Shareholders of both the Disappearing Corporations and the Surviving Corporation by written consents as of November 30, 1999.
5. The Surviving Corporation will continue to exist under the name "**MERCHANTONLINE.COM, INC.**" pursuant to the provisions of the laws of the State of Florida.

MERCHANTONLINE.COM, INC.,
a Florida Corporation

By: 
Tarek S. Kirschen, President

APPROVE.NET, INC.,
a California Corporation

By: 
Name: JAMES A. TERHUNE
Title: PRESIDENT

Fax Audit Number: H00000029158 3

Fax Audit Number: H00000029158 3

**PLAN OF MERGER
OF
MERCHANTONLINE.COM, INC.,
a Florida corporation
and
APPROVE.NET, INC.
a California corporation**

THIS AGREEMENT AND PLAN OF MERGER by and between **APPROVE.NET, INC.** (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of California, and **MERCHANTONLINE.COM, INC.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporations:

WITNESSETH:

WHEREAS, the Disappearing Corporation is a corporation duly organized and existing under the laws of the State of California; and

WHEREAS, the Surviving Corporation is the parent corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders and business associates of the corporations; and

WHEREAS, the Disappearing Corporation and the Surviving Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in Plan of Merger and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to Plan of Merger, agree to as follows:

1. The Disappearing Corporation shall be merged with and into the Surviving Corporation. The laws of the State of Florida and the State of California permit such a merger.

2. Upon the approval and adoption of this Plan of Merger, the Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act shall be duly executed by the appropriate officers of the Disappearing Corporation and the Surviving Corporation, and shall be filed with the Florida Department of State.

3. Upon the approval and adoption of this Plan of Merger, an original certified copy of the Articles of Merger which have been signed by the appropriate officers of the Disappearing Corporation and the Surviving Corporation and accepted by the Florida Department of State, shall be filed with the California Department of State.

Fax Audit Number: H00000029158 3

Fax Audit Number: H00000029158 3

4. The Surviving Corporation shall continue its existence under the name of **MERCHANTONLINE.COM, INC.** pursuant to the provisions of law of the State of Florida.

4. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of California.

5. The issued shares of the Disappearing Corporation shall be converted into 2,000,000 shares of the Surviving Corporation's Common Stock. Additionally, the issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefor, but each said share of the Surviving Corporation which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. The Disappearing Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

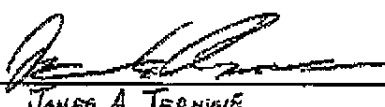
8. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger of the merger provided herein.

This Plan of Merger is effective as the later of the date of filing with the Florida Department of State and the California Department of State.

MERCHANTONLINE.COM, INC.,
a Florida corporation

By: 
Tarek S. Kirsch, President

APPROVE.NET, INC.,
a California corporation

By: 
Name: JAMES A. TERNONE
Title: PRESIDENT

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