

MAR 07-2000 16:35

P. 01/07

P 99000024159

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

EXIT 18, INC.

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00 MAR -7 PM 4:53

DIVISION OF CORPORATIONS

Certificate of Status	1
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*Merger*

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Corporate Filing

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AAA UNIVERSAL NETWORKS, INC., a Florida corporation, P97000085772

INTO

**EXIT 18, INC.**, a Florida entity, P99000024159

File date: March 7, 2000

Corporate Specialist: Darlene Connell

MAR-07-2000 16:36

P.02/07

(850)487-6013 03/07/00 15:34 FL Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 7, 2000

EXIT 18, INC.  
2100 CORAL POINT DR  
CAPE CORAL, FL 33990

SUBJECT: EXIT 18, INC.  
REF: P99000024159

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Corporate Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF MERGER  
OF  
AAA UNIVERSAL NETWORKS, INC.  
AND  
EXIT 18, INC.**

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TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The names of the merging corporations are AAA UNIVERSAL NETWORKS, INC., a business corporation organized under the laws of the State of Florida, the disappearing corporation (the "Disappearing Corporation"), and EXIT 18, INC., a business corporation organized under the laws of the State of Florida, the surviving corporation (the "Surviving Corporation").

2. The Surviving Corporation will continue its existence as the surviving corporation under its current name pursuant to the provisions of the laws of the State of Florida.

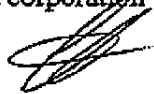
3. The merger shall be effective on the date of filing of these Articles of Merger.

4. The Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Disappearing Corporation by written consent dated as of February 2, 2000, and by the Board of Directors and shareholders of the Surviving Corporation by written consent dated as of February 2, 2000. A copy of the Plan of Merger is attached hereto as Exhibit "A."

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed these Articles of Merger as of the 2nd day of February, 2000.

**"DISAPPEARING CORPORATION"**

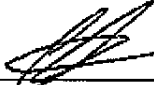
AAA UNIVERSAL NETWORKS, INC., a  
Florida corporation

By:   
Name: Christopher S. Menier  
Title: Chairman, Chief Executive Officer and  
President

THIS DOCUMENT PREPARED BY:  
JOSHUA B. WEINGARD, ESQ.  
Florida Bar No. 0163899  
Broad and Cassel  
201 S. Biscayne Boulevard, Suite 3000  
Miami, Florida 33131  
(305) 373-9400

**"SURVIVING CORPORATION"**

EXIT 18, INC., a Florida corporation

By:   
Name: Christopher S. Menier  
Title: Chairman, Chief Executive Officer and  
President

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EXHIBIT "A"

**PLAN OF MERGER  
OF  
EXIT 18, INC.  
AND  
AAA UNIVERSAL NETWORKS, INC.**

THIS PLAN OF MERGER (the "Plan") is entered into as of this 2<sup>nd</sup> day of February, 2000, by and between AAA UNIVERSAL NETWORKS, INC., a Florida corporation (the "Disappearing Corporation"), and EXIT 18, INC., a Florida corporation (the "Surviving Corporation"), as approved by the Board of Directors and shareholders of said corporations:

**R E C I T A L S:**

A. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

B. The Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida.

C. 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 respective shareholders of those corporations.

D. 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 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 this Plan and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to this Plan, agree as follows:

1. **Merger.** The Disappearing Corporation shall be merged with and into the Surviving Corporation.

2. **Filing and Effective Time.** The Surviving Corporation shall file Articles of Merger with the Florida Department of State pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"). The effective date of the merger (the "Effective Date") shall be upon the filing of the Articles of Merger with the Florida Department of State.

3. **Surviving Corporation.** The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the Florida Act, and shall succeed without other transfer to all the rights and properties of the Disappearing Corporation and shall be subject to all the debts and liabilities of the Disappearing Corporation in the same manner as if Surviving Corporation had incurred them in accordance with the laws of the State of Florida.

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4. **Disappearing Corporation.** 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 Florida.

5. **Terms of the Merger.** Each share of common stock of the Surviving Corporation outstanding immediately prior to the merger, and all rights in respect thereof, shall cease to exist and be cancelled. On the Effective Date, each share of common stock of the Disappearing Corporation outstanding immediately prior to the merger, and all rights in respect thereof, shall cease to exist and be cancelled. The shareholders of the Disappearing Corporation shall receive the number of shares of the Surviving Corporation's common stock, .0001 par value per share, opposite such shareholders name on Schedule A, attached hereto.

6. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act. .

7. **Bylaws.** The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. **Directors and Officers.** The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. **Approval.** The agreement contemplated by this Plan has previously been submitted to and approved by the Board of Directors and Shareholders of the Disappearing Corporation and the Board of Directors of the Surviving Corporation. Subsequent to the execution of this Plan by the appropriate officers of the Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Plan.

10. **Amendment.** This Plan may be amended with the approval of the Boards of Directors of Surviving Corporation and Disappearing Corporation at any time prior to the filing of this Plan with the Florida Department of State, provided that any amendment made subsequent to the adoption of this Plan by the shareholders of the Disappearing Corporation or the Surviving Corporation shall not (a) alter or amend any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or amend any of the terms and conditions of this Plan if such alteration or amendment would adversely affect the holders of common stock of the Surviving Corporation or Disappearing Corporation.

11. **Governing Law.** This Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

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12. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

13. **Counterparts.** This Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

**IN WITNESS WHEREOF,** the duly authorized officers of the constituent corporations have executed this Plan as of the date first above written.

**"DISAPPEARING CORPORATION"**

AAA UNIVERSAL NETWORKS, INC.,  
a Florida corporation

By: 

Christopher S. Menier, Chairman,  
Chief Executive Officer and President

**"SURVIVING CORPORATION"**

EXIT 18, INC., a Florida corporation

By: 

Christopher S. Menier, Chairman,  
Chief Executive Officer and President

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EXHIBIT "A"

SCHEDULE A

Shareholder of AAA Universal  
Networks, Inc.

Number of Shares of Exit 18, Inc.  
Shareholder Will Receive

Christopher S. Menier  
Dean A. Menier

700,000  
600,000

H000000010327 5