

P99000027230

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MERGER OR SHARE EXCHANGE

NEW AGE CITIES.COM, INC.

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TALLAHASSEE, FLORIDA

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10-28-99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MEMBER NET, INC., a California corporation not qualified in the state of Florida

INTO

**NEW AGE CITIES.COM, INC.**, a Florida entity, P99000027230

File date: October 28, 1999

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 28, 1999

NEW AGE CITIES.COM, INC.  
4183 SHELL ROAD  
SARASOTA, FL 34242

SUBJECT: NEW AGE CITIES.COM, INC.  
REF: P99000027230

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

The Merger states that MEMBER NET, INC., A CALIFORNIA CORPORATION IS REFERENCED AS ("ACQUISITION") throughout the document. However, it seems that the document is referencing MEMBER NET, INC. as ("MNI") throughout the document instead of ("ACQUISITION"). Please correct your document accordingly.

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

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Darlene Connell  
Corporate Specialist

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

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**ARTICLES OF MERGER  
OF  
MEMBER NET, INC.  
(an California corporation)  
INTO  
NEW AGE CITIES.COM, INC.  
(a Florida corporation)**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST: The plan of merger is as follows:

1. **Merger.** Member Net, Inc., a California corporation ("Acquisition") shall be merged (the "Merger") with and into New Age Cities.com, Inc., a Florida corporation ("Sub") bearing Document No. P99000027230. Acquisition and Sub are sometimes hereinafter collectively referred to as the "Constituent Corporations." Sub shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of Sub, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, Sub shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

JOEL D. MAYERSOHN, FLA. BAR #0093492  
Atlas, Pearlman, Trop & Borkson, P.A.  
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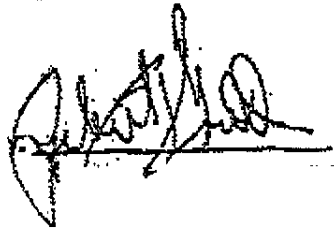
4. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Acquisition's common stock, shall be converted into the consideration set forth in Section 1.3 of the Agreement and Plan of Reorganization (the "Plan of Merger") by and among Acquisition and Sub and New Age Cities.com, Inc., an Idaho corporation. Each outstanding share of Sub shall remain outstanding.

**SECOND:** The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

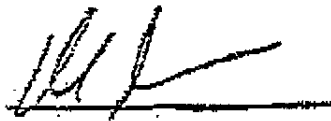
**THIRD:** The Plan of Merger was adopted by the boards of directors of Acquisition and Sub on the 4<sup>th</sup> day of August, 1999, by holders of a majority of the issued and outstanding shares of common stock of Acquisition on the 4th day of August, 1999 and by the written consent of the sole shareholder of Sub on the 4th day of August, 1999.

Signed this 4th day of August, 1999.

**MEMBER NET, INC.**  
a California corporation  
By: Robert Gould, President



**NEW AGE CITIES.COM, INC.**  
a Florida corporation  
By: Dr. Kenneth Shenkman, President



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