

P99000028927

FARR, FARR, EMERICH, SIFRIT, HACKETT AND CARR, P.A.

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PLEASE REPLY TO:

PORT CHARLOTTE

October 2, 2000

EARL D. FARR, 1900-1988

115 WEST OLYMPIA AVENUE  
P.O. DRAWER 511447  
PUNTA GORDA, FLORIDA 33951-1447  
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EARL DRAYTON FARR, JR.  
OF COUNSEL

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Articles Of Merger For Global Biz Directory.Com, Inc. and TPE, Inc.

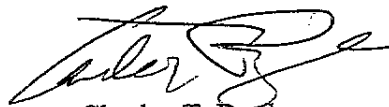
Dear Madam or Sir:

Enclosed please find an original **Articles Of Merger** and a **copy of an Agreement And Plan Of Merger by and between Global Biz Directory.Com, Inc., and TPE, Inc.**, along with a check made payable to the Department of State in the amount of \$155.00. Please file these corporate documents and return certified copies to my office at your earliest convenience.

If you have any questions or concerns, contact this office immediately at 941-625-6171.

Thank you in advance for your time and attention to this matter.

Yours very truly,



Charles T. Boyle  
For the Firm

CTB/df  
Enclosures  
cc: Hon A. Finseth  
PC# 60860

RECEIVED

00 OCT -6 AM 9:15

DIVISION OF CORPORATIONS

Called -  
Wants refund -  
doc. 10/16/00

merger w/c

S. PAYNE OCT 11 2000

FILED  
00 OCT -6 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SERVING SOUTHWEST FLORIDA SINCE 1924

PERSONAL INJURY • WRONGFUL DEATH • CIVIL LITIGATION • CORPORATION & BUSINESS LAW • CRIMINAL LAW • FAMILY LAW  
WILLS, TRUSTS & ESTATE PLANNING • GUARDIANSHIP • PROBATE • PRODUCTS LIABILITY • REAL ESTATE CLOSINGS  
REAL PROPERTY LAW • ELDER LAW • CONSTRUCTION LAW • ZONING • LAND USE & ADMINISTRATIVE LAW

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

TPE, INC., a Florida corp. P00000083428

INTO

GLOBAL BIZ DIRECTORY.COM, INC. which changed its name to

**GLOBAL BIZ SERVICES, INC.**, a Florida entity, P99000028927

File date: October 6, 2000

Corporate Specialist: Susan Payne

FILED

00 OCT -6 PM 2:37

## ARTICLES OF MERGER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Global Biz Directory.Com, Inc.** and **TPE, INC.** hereby adopt these Articles of Merger pursuant to § 607.1105 of the Florida General Corporation Act.

1. **Global Biz Directory.Com, Inc.** and **TPE, INC.** being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger, the relevant portions of which are attached hereto as Exhibit A.

2. The current name of the surviving corporation is **Global Biz Directory.Com, Inc.**

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

4. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State.

5. The articles of incorporation of the Surviving Corporation, **Global Biz Directory.Com, Inc.**, shall continue to be its articles of incorporation following the effective date of the merger, except that said articles of incorporation are hereby amended to change the name of the surviving corporation to **Global Biz Services, Inc.** In all other respects the articles of incorporation (as amended) of the Surviving Corporation shall remain unchanged.

6. The Plan of Merger was adopted by the shareholders of **TPE, INC.**

7. The Plan of Merger was adopted by the shareholders of **Global Biz Directory.Com, Inc.**

8. The Plan of Merger calls for an exchange of the issued shares of **TPE, INC.** on a one for one basis for the shares of **Global Biz Directory.Com, Inc.** as follows:

(a) Each share of the \$0.10 par value common stock of **TPE, INC.**'s issued and outstanding on the effective date of the merger (92,821 shares) shall be converted as set forth in (b) below into 1 share of the \$0 par value common stock of **Global Biz Directory.Com, Inc.**, which shares of the common stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall be obligated to issue shares of stock in the Surviving Corporation in accordance with the terms of the above referenced Merger and Non Compete Agreement.

9. Neither constituent corporation shall declare or pay dividends during the period of time between the execution of this Agreement and Plan of Merger and the effective date of the merger.

These Articles of Merger are executed as of this 25<sup>th</sup> day of September, 2000.

TPE, INC.

By: Jon A. Finseth

Attest: Johanna L Cole

By: Johanna L Cole

CORPORATE SEAL

Global Biz Directory.Com, Inc.

By: Jon A. Finseth  
JON A. FINSETH, PRESIDENT

Attest: Johanna L Cole

By: Johanna L Cole

CORPORATE SEAL

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 25 day of September, 2000, by and between **Global Biz Directory.Com, Inc.** a Florida corporation, hereinafter sometimes called the "Surviving Corporation," and **TPE, INC.**, a Florida corporation, hereinafter sometimes called the "Absorbed Corporation."

### STIPULATIONS

A. **Global Biz Directory.Com, Inc.** is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2511 Vasco Street, Punta Gorda, Florida 33950. The name of the surviving corporation shall be changed to **Global Biz Directory.Com, Inc.**

B. **Global Biz Directory.Com, Inc.** has a capitalization of 25,000,000 authorized shares of \$0.0 par value common stock, of which 2,268,000 shares are issued and outstanding.

C. **TPE, INC.** is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2511 Vasco Street, Suite 118, Punta Gorda, Florida 33950.

D. **TPE, INC.** has a capitalization of 100,000 authorized shares of \$0.01 par value common stock, of which 92,821 shares is issued and outstanding.

E. The boards of directors and stockholders of the constituent corporations deem it desirable and in the best interest of the corporations and of the stockholders that **TPE, INC.** be merged into **Global Biz Directory.Com, Inc.** pursuant to the provisions of Section 607.1101, and following, of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. **Merger.** **TPE, INC.** shall merge with and into **Global Biz Directory.Com, Inc.** which shall be the surviving corporation and which shall be renamed as **Global Biz Services, Inc.**

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all the liabilities and obligations of the Absorbed Corporation, and neither of the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. **Conversion of Shares.** The shares of **TPE, INC.** shall be convertible on a one for one basis for the shares of **Global Biz Directory.Com, Inc.** The basis for said conversion are the terms of that certain Merger and Non Compete Agreement by and between **Global Biz Directory.Com, Inc.** and **TPE, INC.**, a Georgia Limited Liability Company dated on or about

August 25, 2000.

(a) Each share of the \$0.10 par value common stock of **TPE, INC.** issued and outstanding on the effective date of the merger shall be converted as set forth in (b) below into 1 share of the \$0 par value common stock of **Global Biz Directory.Com, Inc.**, which shares of the common stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall be obligated to issue shares of stock in the Surviving Corporation in accordance with the terms of the above referenced Merger and Non Compete Agreement.

(c) Neither constituent corporation shall declare or pay dividends during the period of time between the execution of this Agreement and Plan of Merger and the effective date of the merger.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the Surviving Corporation, **Global Biz Directory.Com, Inc.** shall continue to be its articles of incorporation following the effective date of the merger, except that said articles of incorporation are hereby amended and changed to change the name of the Surviving Corporation to **Global Biz Services, Inc.** In all other respects the articles of incorporation of the Surviving Corporation as amended shall remain unchanged.

5. **Changes in Bylaws.** The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the Surviving Corporation on the effective date of the merger shall be as follows:

- a. **Eystein Thordarson shall be elected as Chairman, Secretary and Director of the Surviving Corporation.**
- b. **Jon A. Finseth shall be elected the President and Assistant Secretary of the Surviving Corporation.**
- c. **Paul Grillo shall be elected as Vice President and Treasurer of the Surviving Corporation.**
- d. **Tommy Shannon shall be elected as a Director of the Surviving Corporation.**
- e. **J.D. Sullivan shall be elected as a Director of the Surviving Corporation.**

7. **Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. **Approval by Stockholders.** Shareholder approval shall be obtained at a duly called and noticed meeting of both Corporations. This Agreement is contingent upon approval of the requisite number of shareholders of both Corporations.

9. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed with the Florida Department of State. Regardless of the foregoing statement of effective date, the constituent corporations and all shareholders of each of them shall, to the extent legally permissible and not inconsistent with the effective date herein stated, treat the merger as having occurred on September 25, 2000.

10. **Abandonment of Merger.** This Agreement and Plan of Merger may be abandoned by action of the board of directors of either the Surviving or the Absorbed Corporations at any time prior to the effective date.

11. **Execution of Agreement.** This Agreement and Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

TPE, INC.

GLOBAL BIZ DIRECTORY.COM, INC.

By: Jon A. Finseth [SEAL]

By: Jon A. Finseth [SEAL]  
Jon A. Finseth, President

By: [Signature]

By: [Signature]

PC#: 59861