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## MERGER OR SHARE EXCHANGE

OUTONTHE.NET.COM, INC.

Certificate of Status	0
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D. CONNELL APR 06 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

OOTN ACQUISITION, INC., a Florida corporation, P00000031518.

INTO

**OUTONTHE.NET.COM, INC.**, a Florida entity, P99000029411

File date: March 31, 2000

Corporate Specialist: Darlene Connell

March 31, 2000

OUTONTNET.COM, INC.  
2800 BISCAYNE BLVD.  
8TH FLOOR  
MIAMI, FL 33137

SUBJECT: OUTONTNET.COM, INC.  
REF: P99000029411

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.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

THIS PHRASE WILL PERTAIN TO THE SHAREHOLDERS OF THE SURVIVING CORPORATION.

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. #: H00000014448  
Letter Number: 900A00017858

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**ARTICLES OF MERGER  
OF  
OOTN ACQUISITION, INC.  
INTO  
OUTONTHE.NET.COM, INC.**

Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), OOTN ACQUISITION, INC., a Florida corporation (the "Non-Surviving Corporation") and OUTONTHE.NET.COM, INC., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporation with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the board of directors and the sole shareholder of the Non-Surviving Corporation by unanimous written consent as of March 28, 2000, and by the board of directors of the Survivor by unanimous written consent as of March 15, 2000 and by the holders of a majority (51%) of the outstanding shares of the Survivor by written consent as of March 30, 2000 all in accordance with the provisions of Section 607.1103 of the Act. The majority consent by the shareholders of the survivor is sufficient for approval.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 30<sup>th</sup> day of March, 2000.

**OOTN ACQUISITION, INC.**

  
By: J. Rod Martin, Chief Executive Officer

**OUTONTHE.NET.COM, INC.**

  
By: J. Rod Martin, Chief Executive Officer

**FILED**  
00 MAR 31 PM 4:39  
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TALLAHASSEE, FLORIDA

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**EXHIBIT A****AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated March 31, 2000, between OOTN ACQUISITION, INC., a Florida corporation, (the "Non-Surviving Corporation") and OUTONTNET.COM, INC., a Florida corporation (the "Surviving Corporation" or "OUTONTNET.COM").

The Non-Surviving Corporation and OUTONTNET.COM desire to effect the statutory merger of the Non-Surviving Corporation with and into OUTONTNET.COM, with OUTONTNET.COM to survive such merger.

1. **Constituent Corporations.** The Non-Surviving Corporation and OUTONTNET.COM shall be parties to the merger (the "Merger") of the Non-Surviving Corporation with and into OUTONTNET.COM.

2. **Terms and Conditions of Merger.** The Non-Surviving Corporation (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into OUTONTNET.COM, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, OUTONTNET.COM shall assume the obligations of the Constituent Corporation.

3. **Capital Stock.** Upon the Effective Date, the Common Stock of the Non-Surviving Corporation presently issued and outstanding shall automatically be converted into the right to receive one share of Common Stock, par value \$.001 per share of GSociety.com, Inc.

4. **Articles of Incorporation.** The Articles of Incorporation of OUTONTNET.COM as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of OUTONTNET.COM as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of OUTONTNET.COM in office on the Effective Date shall continue to be the

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directors and 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.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of the Non-Surviving Corporation and OUTONTNET.COM is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of date written above.

OOTN ACQUISITION, INC.

  
By: J. Rod Martin, Chief Executive Officer

OUTONTNET.COM, INC.

  
By: J. Rod Martin, Chief Executive Officer

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