

P99000029958

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

Please use the original filing date of March 28th with the effective date being March 31st

MERGER OR SHARE EXCHANGE

GO SOLO TECHNOLOGIES, INC.

Thank you

Certificate of Status	0
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Page Count	01
Estimated Charge	\$70.00

Merger
\$204-1

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GSI MERGER CO., a Florida corporation, document number P02000005037

INTO

GO SOLO TECHNOLOGIES, INC., a Florida entity, P99000029958.

File date: March 28, 2002 , effective March 31, 2002

Corporate Specialist: Karen Gibson

04/01/2002 12:45 FAX 813 222 1704
Department of State

SHUMAKER LOOP KENDRICK
3/29/2002 4:22 PAGE 1/1 RightFAX

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 29, 2002

GO SOLO TECHNOLOGIES, INC.
PO BOX 21028
SARASOTA, FL 34276

SUBJECT: GO SOLO TECHNOLOGIES, INC.
REF: P99000029958

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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6869.

Teresa Brown
Corporate Specialist

FAX Aud. #: H02000067603
Letter Number: 102A00018874

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 29, 2002

GO SOLO TECHNOLOGIES, INC.
PO BOX 21028
SARASOTA, FL 34276

SUBJECT: GO SOLO TECHNOLOGIES, INC.
REF: P99000029958

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.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

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) 245-6869.

Teresa Brown
Corporate Specialist

FAX Aud. #: H02000067603
Letter Number: 902A00018779

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FILED
02 MAR 28 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER OF

GSI MERGER CO.
a Florida corporation

INTO

GO SOLO TECHNOLOGIES, INC.
a Florida corporation

EFFECTIVE DATE

6-31-02

Pursuant to Florida Statutes Section 607.1101, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and shareholder of GSI Merger Co., a Florida corporation (the "Merged Corporation"), as of January 18, 2002. The Plan of Merger was adopted by the Board of Directors of Go Solo Technologies, Inc., a Florida corporation (the "Surviving Corporation"), as of January 18, 2002 and by the shareholders of the Surviving Corporation as of March 28, 2002.

SECOND: The Effective Date and Time of these Articles of Merger shall be 11:59 p.m. on March 31, 2002.

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").
- b. The Articles of Incorporation of the Merged Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect in the form attached hereto as Exhibit B as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. Each share of Common Stock of the Merged Corporation issued and outstanding immediately prior to the Effective Time shall be converted into one issued and outstanding share of Common Stock of the Surviving Corporation.
- d. Each share of Common Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be converted into 0.0217248 shares of common stock of the Merged Corporation's stockholder, GoSolutions, Inc. ("GSI"); each share of Series A Preferred Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be converted into 0.0217248 shares of common stock of GSI; and each share of Series B Preferred Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be converted into 0.0217248 shares of common stock of GSI.

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 28th day of March, 2002 by W. Thompson Thorn, III, who ☒ is known to me, or who ☐ provided _____ as identification, and who did take an oath, as President of GSI Merger Co., a Florida corporation, on behalf of said corporation.

(seal)



Lorie A. Brownson
MY COMMISSION # CC981366 EXPIRES
January 9, 2005
BONDED THROUGH TROY FARM INSURANCE, INC.

Lorie A. Brownson
Notary Public
Print Name: Lorie A. Brownson
My Commission Expires: 1/9/05

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 28th day of March _____, 2002 by Benjamin A. Stolz, who ☒ is known to me, or who ☐ provided _____ as identification, and who did take an oath, as President/CEO of Go Solo Technologies, Inc., a Florida corporation, on behalf of said corporation.

(seal)



Lorie A. Brownson
MY COMMISSION # CC981366 EXPIRES
January 9, 2005
BONDED THROUGH TROY FARM INSURANCE, INC.

Lorie A. Brownson
Notary Public
Print Name: Lorie A. Brownson
My Commission Expires: 1/9/05

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EXHIBIT A
PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 28th day of March, 2002, by and between GSI Merger Co., a Florida corporation (the "Merged Corporation"), and Go Solo Technologies, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has 1,000 shares of Common Stock issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has 102,624,623 shares of Common Stock, 10,416,666 shares of Series A Preferred Stock and 24,066,090 shares of Series B Preferred Stock issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and shareholder of the Merged Corporation and by the Board of Directors and shareholders of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever

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account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Merged Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed in the form attached hereto as Exhibit B.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Merged Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDER OF SURVIVING CORPORATION

The Board of Directors, officers and shareholder of the Merged Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfer its ownership in the Surviving Corporation.

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ARTICLE V
MANNER OF CONVERTING SHARES

Each share of Common Stock of the Merged Corporation issued and outstanding immediately prior to the Effective Time shall be converted into one issued and outstanding share of Common Stock of the Surviving Corporation. Each share of Common Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be converted into 0.0217248 shares of common stock of the Merged Corporation's stockholder, GoSolutions, Inc. ("GSI"); each share of Series A Preferred Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be converted into 0.0217248 shares of common stock of GSI; and each share of Series B Preferred Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be converted into 0.0217248 shares of common stock of GSI. No fractional shares shall be issued. If a shareholder is entitled to a fractional share that is less than one-half, the shareholder shall not receive that fractional share. If a shareholder is entitled to a fractional share that is one-half or more, the shareholder shall receive one whole share in lieu of the fractional share.

ARTICLE VI
APPROVAL OF MERGER

This Plan of Merger has been approved by the Board of Directors and shareholder of the Merged Corporation as of January 18, 2002, by the Board of Directors of the Surviving Corporation, as of January 18, 2002, and by the shareholders of the Surviving Corporation as of March 28, 2002, in each instance as provided by Florida Statutes Section 607.1103.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective at 11:59 p.m. on March 31, 2002.

04/01/2002 12:48 FAX 813 222 1704

SHUMAKER LOOP KENDRICK

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IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals on the day and year first above written.

GSIMERGER CO

By: 

Name: W. Thompson Thorn, III

Title: President

GO SOLO TECHNOLOGIES, INC.

By: 

Name: Benjamin A. Stolz

Title: President / CEO

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EXHIBIT B

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GO SOLO TECHNOLOGIES, INC.**

Go Solo Technologies, Inc. (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. Pursuant to the Articles of Merger filed March 28, 2002, GSI Merger Co. is to be merged with the Corporation effective at 11:59 p.m. on March 31, 2002 (the "Effective Date"). The Articles of Merger and the Plan of Merger provide that on the Effective Date the Articles of Incorporation of GSI Merger Co. will become the Articles of Incorporation of the Corporation.

II. The original Articles of Incorporation of the Corporation and all amendments and supplements thereto are hereby superseded by the Restated Articles which incorporate the Articles of Incorporation of GSI Merger Co. pursuant to the Articles of Merger and the Plan of Merger referenced above and are as follows:

ARTICLE I
NAME

The name of the Corporation is GO SOLO TECHNOLOGIES, INC. (the "Corporation").

ARTICLE II
EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be at 11:59 p.m. on March 31, 2002.

ARTICLE III
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation is Go Solo Technologies, Inc., 1901 Ulmerton Road, Suite 400, Clearwater, Florida 33762.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, \$.001 par value per share.

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ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

W. Thompson Thorn, III
101 East Kennedy Blvd., Suite 2800
Tampa, Florida 33602

ARTICLE VII
BOARD OF DIRECTORS

The Corporation shall have three directors to hold office until the next annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the current directors of the Corporation are:

Daniel M. Doyle, Sr.
Go Solo Technologies, Inc.
1901 Ulmerton Road, Suite 400
Clearwater, Florida 33762

W. Thompson Thorn, III
Go Solo Technologies, Inc.
1901 Ulmerton Road, Suite 400
Clearwater, Florida 33762

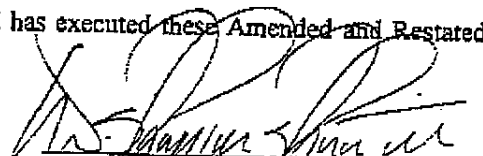
Benjamin A. Stolz
Go Solo Technologies, Inc.
1901 Ulmerton Road, Suite 400
Clearwater, Florida 33762

ARTICLE VIII
DIRECTOR LIABILITY AND INDEMNIFICATION

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 29th day of March, 2002.


W. Thompson Thorn, III, Secretary

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

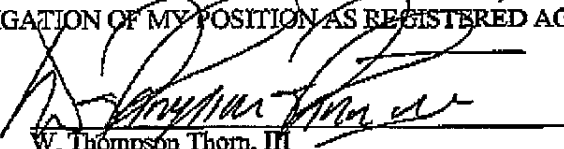
1. The name of the Corporation is Go Solo Technologies, Inc.
2. The name and street address of the registered agent and office in the State of Florida are:

W. Thompson Thorn, III
c/o Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602


W. Thompson Thorn, III

Dated: March 29, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


W. Thompson Thorn, III
Registered Agent

Dated: March 29, 2002

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