

P99000030307

**MICHAEL B. UDELL**  
ATTORNEY AT LAW

ADMITTED AND LICENSED

FLORIDA STATE BAR  
TEXAS STATE BAR

GENERAL PRACTICE  
FAMILY LAW  
CIVIL & CRIMINAL LITIGATION  
TRIAL PRACTICE

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August 20, 1999

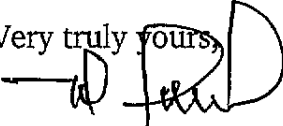
Florida Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida 32314

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-08/23/99--01028--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Merger of Hot Sex, Inc. and H. S. I. Network, Inc.

Gentlemen:

Enclosed are the Articles of Merger and Plan of Merger (original and one copy of each) for the above-referenced corporations. Also enclosed is the original and one copy of each corporation's Minutes. We have enclosed our check for \$70.00. Please be so kind as to provide us with a date-stamped copy of each document to show its receipt for filing.

Very truly yours,  


MICHAEL B. UDELL

MBU/hj

Enclosures

*Merger*

FILED  
99 AUG 23 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

V. SHEPARD AUG 31 1999

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

HOT SEX, INC., a Florida corporation, P97000075462

INTO

**H.S.I. NETWORK INC.**, a Florida entity, P99000030307.

File date: August 23, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER/SHARE EXCHANGE  
OF  
HOT SEX, INC., a Florida Corporation,  
into  
H.S.I. NETWORK, INC., a Florida Corporation

FILED  
99 AUG 23 PM 3: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER/SHARE EXCHANGE between Hot Sex, Inc., a Florida corporation and H.S.I. Network, Inc., a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Hot Sex, Inc. and H.S.I. Network, Inc. adopt the following Articles of Merger/Share Exchange.

1. The Agreement and Plan of Merger/Share Exchange dated AUGUST 18, 1999 ("Plan"), between Hot Sex, Inc. and H.S.I. Network, Inc. was approved and adopted by the shareholders of Hot Sex, Inc. on the 18 day of AUGUST, 1999 and was adopted by the shareholders of H.S.I. Network, Inc. on the 18 day of AUGUST, 1999.

2. Under the Plan of Merger, all issued and outstanding shares of Hot Sex, Inc.'s stock will be acquired by means of a merger of Hot Sex, Inc. into H.S. I. Network, Inc. with H.S. I. Network, Inc. the surviving corporation ("Merger"). H. S. I Network, Inc. shall thereafter issue stock in percentages agreed to by those signatories to a separate agreement of even date.

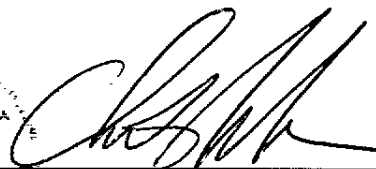
3. The Plan of Merger/Share Exchange. is attached as Exhibit A and incorporated by reference as if fully set forth.

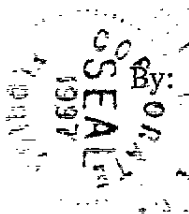
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger/Share Exchange shall be on the filing of these Articles of Merger/Share Exchange with the Secretary of State of Florida.


IN WITNESS WHEREOF, the parties have set their hands on the 18 day of AUGUST, 1999.

ATTEST:

HOT SEX, INC., A FLORIDA CORPORATION

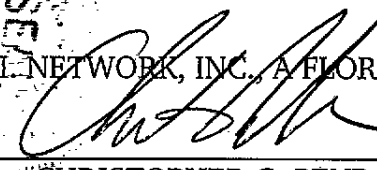
  
By: \_\_\_\_\_ (Corporate Seal)  
CHRISTOPHER G. PENDOLA  
PRESIDENT

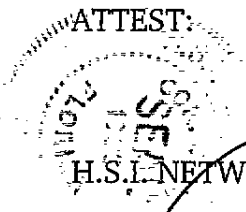


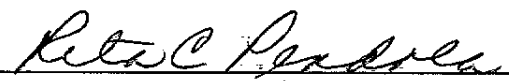
  
RITA C. PENDOLA  
SECRETARY

ATTEST:

H.S.I. NETWORK, INC., A FLORIDA CORPORATION

  
By: \_\_\_\_\_ (Corporate Seal)  
CHRISTOPHER G. PENDOLA  
PRESIDENT



  
RITA C. PENDOLA  
SECRETARY

AGREEMENT AND PLAN OF MERGER  
OF HOT SEX, INC. and H.S.I. NETWORK, INC.  
Both Florida Corporations

THIS AGREEMENT and Plan of Merger dated this 18 day of August, 1999 by and between HOT SEX, INC. and H.S. I. NETWORK, INC., collectively the constituent corporations,

WITNESSETH

WHEREAS, Hot Sex, Inc. is an active Florida corporation presently conducting business activities in Broward County, Florida, and

WHEREAS, H.S. I. Network, Inc., is a fully formed Florida corporation situate in Broward County, Florida having been incorporated in the month of April, 1999, and

WHEREAS, Hot Sex, Inc. desires to merge with and into H.S. I. Network, Inc. with H.S. I. Network, Inc. being the surviving corporation, on the terms and subject to the conditions set forth in this Plan of Merger; and

WHEREAS, H.S. I. Network, Inc. owns or will own, prior to issuance of stock, 100% of Hot Sex, Inc.'s outstanding common stock; and

WHEREAS, the Board of Directors of H.S. I. Network, Inc. has determined that Hot Sex, Inc. be merged into H.S.I. Network, Inc., on the terms and conditions set forth in accordance with applicable provisions of Chapter 607 of the Florida Business Corporation Act.

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

ARTICLE ONE-THE MERGER

1. The term "effective date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

2. On the effective date Hot Sex, Inc. shall be merged with and into H.S. I. Network, Inc. The separate existence of Hot Sex, Inc. shall cease at the effective date and the existence of H.S. I. Network, Inc. shall continue unaffected and unimpaired by the merger with all of the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

3. The Plan of Merger has been approved by the Board of Directors of H.S. I. Network, Inc. in accordance with the provisions of Florida Statute 607. H.S. I. Network, Inc. shall deliver notice of the merger to all shareholders of Hot Sex, Inc. All shareholders of Hot Sex, Inc. have consented to the merger and do waive any notice requirements preceding the filing of this Plan and the Articles of Merger with the Florida Secretary of State.

## ARTICLE TWO-EFFECTS OF THE MERGER

At the effective date, H.S. I. Network, Inc. shall possess all of the rights, privileges, immunities, and franchises, of both a public and private nature of Hot Sex, Inc. the merged corporation and shall be responsible and liable for all obligations and liabilities of Hot Sex, Inc., all as more particularly set forth in Chapter 607 FSA.

## ARTICLE THREE-SURRENDER OF SHARES AND REISSUANCE

There are only two shareholders of Hot Sex, Inc., Christopher G. Pendola and Marsha L. Pendola. Both shareholders agree that they will surrender back to Hot Sex, Inc. and cause to be canceled those shares previously issued to them in that corporate entity. The surviving corporate entity, H.S. I. Network, Inc. shall then reissue shares to both Christopher G. Pendola and Marsha L. Pendola, and other third parties pursuant to separate agreement. No notice providing instructions for surrender and cancellation of shares shall be provided to Christopher G. Pendola or Marsha L. Pendola and shares of H.S. I. Network, Inc. shall then thereafter be issued.

## ARTICLE FOUR-DISSENTER'S RIGHTS

There are no dissenting shareholders of Hot Sex, Inc. nor of H.S. I. Network, Inc. and none are required to approve the merger. There are further no dissenting shareholders as to the issues of the fair value of any shareholder's shares.

## ARTICLE FIVE-ASSIGNMENT

H.S. I. Network, Inc. advises that its officers and directors will effectuate all things necessary to perfect the merger between itself and Hot Sex, Inc., that it will, through its officers and directors, execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title of any of the property of Hot Sex, Inc. or rights of Hot Sex, Inc. in H.S.I. Network, Inc.

## ARTICLE SIX-EXPENSES

H.S.I. Network, Inc. shall pay all expenses of accomplishing the merger.

## ARTICLE SEVEN-AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the directors of H.S. I. Network, Inc. may amend this Plan. If the Articles of Merger have already been filed with the Florida Secretary of State, amended Articles of Merger shall be filed with the Florida Secretary of State but only before the effective date.

## ARTICLE EIGHT-TERMINATION

If for any reason consummation of the merger is inadvisable in the opinion of the Board of Directors of H.S.I. Network, Inc., this Plan may be terminated at any time before the effective date by resolution of the Board of Directors of H.S. I. Network, Inc. On termination, as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of H.S. I. Network, Inc. or Hot Sex, Inc., or their directors, officers, employees, agents, or shareholders.

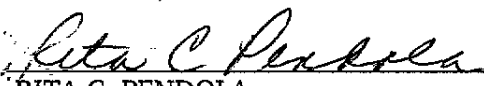
IN WITNESS WHEREOF the parties have set their hands this 18 day of AUGUST, 1999.

ATTEST;

H.S.I. NETWORK, INC.

By:

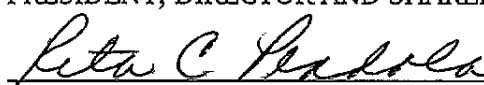
  
CHRISTOPHER G. PENDOLA,  
PRESIDENT, DIRECTOR AND SHAREHOLDER

  
RITA C. PENDOLA  
SECRETARY

HOT SEX, INC.

By:

  
CHRISTOPHER G. PENDOLA  
PRESIDENT, DIRECTOR AND SHAREHOLDER

  
RITA C. PENDOLA  
SECRETARY