

**CORPORATE  
ACCESS,  
INC.**

**P99000049643**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1.) Study 24-7, Inc. into Spidercampus Con Corp.  
(CORPORATE NAME & DOCUMENT #)

2.)  
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(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS  
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SPECIAL INSTRUCTIONS

C. COULLETTE NOV 02 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 29, 1999

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: STUDY 24-7, INC.  
Ref. Number: P98000085614

*Please file with date  
Oct. 29 file date  
Corrected  
11/1/99*

We have received your document for STUDY 24-7, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 999A00052077

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STUDY 24-7, INC., a Florida corporation, P98000085614

INTO

**SPIDERCAMPUS.COM CORP.**, a Florida entity, P99000049643

File date: October 29, 1999

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER OF  
STUDY 24-7, INC., a Florida Corporation, into\with  
SPIDERCAMPUS.COM Corp., a Florida corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act")  
Study 24-7, Inc., a Florida corporation, and Spidercampus.com Corp., a Florida corporation, adopt  
the following Articles of Merger:

1. That certain Agreement and Plan of Merger dated October 25th, 1999  
(hereinafter the "Plan of Merger"), between Study 24-7, Inc. (the "Subsidiary") and  
Spidercampus.com Corp. (the "Parent") was unanimously approved and adopted by the shareholders  
and Board of Directors of the Subsidiary on October 25, 1999. The Plan of Merger was also  
unanimously approved and adopted by the shareholders and Board of Directors of the Parent on  
October 25, 1999, although shareholder approval by the Parent is not required under Section  
607.1103(7) of the Act.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of the  
Subsidiary's common stock will be canceled as of the effective date of the Merger and the surviving  
corporation will be the Parent.

3. A true and correct copy of the Plan of Merger is attached hereto as Exhibit  
"A" and incorporated herein by this reference.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the  
effectiveness of the subject merger shall be upon the filing of these Articles of Merger with the

**FILED**  
99 OCT 29 PM 4:  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State of Florida.

**IN WITNESS WHEREOF**, the parties have hereunto set their hands and seals this

25th day of October, 1999.

**STUDY 24-7, INC., a Florida corporation**  
**(the "Subsidiary")**

BY:   
Its: President ARTHUR GREEN

**SPIDERCAMPUS.COM, a Florida**  
**corporation (the "Parent")**

BY:   
Its: President ARTHUR GREEN

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# EXHIBIT "A"

## AGREEMENT AND PLAN OF MERGER OF STUDY 24-7, INC., a Florida Corporation into SPIDERCAMPUS.COM CORP., a Florida corporation

**THIS AGREEMENT** and Plan of Merger, made and entered into as of the 25th day of October, 1999, by and between Spidercampus.com Corp., a Florida corporation (hereinafter the "Parent") and Study 24-7, Inc., a Florida corporation (hereinafter the "Subsidiary") which said parties shall collectively be referred to as the constituent corporations.

### WITNESSETH

**WHEREAS**, the parties desire that the Subsidiary merge with and into the Parent, with the Parent being the surviving corporation (hereinafter the "Merger") upon the terms and conditions set forth in this Plan of Merger (hereinafter sometimes the "Plan"); and

**WHEREAS**, the Parent owns 100% of the Subsidiary's outstanding common stock; and

**WHEREAS**, the Board of Directors of both the Parent and the Subsidiary have determined that it is advisable that the Subsidiary be merged into the Parent, on the terms and conditions set forth herein and in accordance with Section 607.1104 of the Florida Business Corporation Act (hereinafter the "Act").

**NOW, THEREFORE**, in consideration of the mutual covenants contained herein and other good and valuable consideration, the parties agree as follows:

1. On the "Effective Date" (as hereinafter defined), the Subsidiary shall be merged with and into the Parent, at which time the separate existence of the Subsidiary shall automatically cease. The existence of the Parent shall continue after the Effective Date unaffected and unimpaired by the Merger with all of its rights, privileges, immunities and franchises; subject, however, to all duties and liabilities of corporations organized under the laws of the State of Florida.

2. The Plan has been unanimously approved by the directors of both the Parent and the Subsidiary in accordance with Section 607.1104 of the Act. The parties recognize that since the Subsidiary is wholly owned by the Parent, no notice to any minority shareholders of the Subsidiary is required under Section 607.1104 of the Act.

3. For all purposes of this Agreement and Plan, the "Effective Date" shall be deemed to mean the date on which the Articles of Merger (the "Articles of Merger") are filed with the Florida Department of State pursuant to the provisions hereof and applicable Florida law.

4. As of the Effective Date, the Parent shall possess all the rights, privileges, immunities and franchises (i.e. both public and private) of the Subsidiary, and shall assume and be responsible for all liabilities and obligations of the Subsidiary, all as more particularly described in Section 607.1106 of the Act.

5. The parties acknowledge that the Subsidiary's outstanding common stock is solely owned by the Parent. Accordingly, as of the Effective Date of the Merger, all of the Subsidiary's outstanding common stock shall be canceled without any further conversion to or issuance of any shares of common stock by the Parent. The appropriate officers of the Parent are hereby authorized, empowered and directed to take any and all actions that may be appropriate to cancel the Subsidiary's outstanding common stock as of the Effective Date of the Merger.

6. The parties further acknowledge that since the Subsidiary is wholly owned by the Parent, there are no minority shareholders entitled to dissenting rights under applicable provisions of the Act.

7. If at any time the Parent shall consider or be advised that any further assignments, instruments, documentation or assurances in law are necessary or desirable to vest, perfect or record in the Parent any property or rights of the Subsidiary, or to otherwise carry out the provisions hereof, the appropriate officers and directors of the Subsidiary as of the Effective Date shall execute and deliver any and all documents and instruments, including deeds and assignments, that may be necessary or appropriate to vest, perfect or confirm title to such property or rights in the Parent.

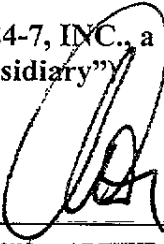
8. The Parent shall pay all expenses connected with the execution of this Agreement and the consummation of the Plan of Merger.

9. At any time before the filing of the Articles of Merger to be filed with the Florida Department of State in connection with this Agreement, the directors of the Parent may amend the Plan.

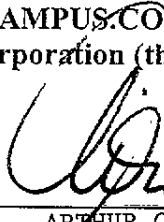
10. If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of the Parent, the Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of the Parent. Upon termination as provided herein, the Plan shall be void and of no further force and effect, and there shall be no liability by reason of the Plan or the termination hereof on the part of the Parent or the Subsidiary, or their directors, officers, employees, agents or shareholders.

IN WITNESS WHEREOF, the parties have set their hands and seals this 25th day of October, 1999.

STUDY 24-7, INC., a Florida corporation  
(the "Subsidiary")

BY:   
Its: President ARTHUR GREEN

SPIDERCAMPUS.COM, a  
Florida corporation (the "Parent")

BY:   
Its: President ARTHUR GREEN