

Document Number Only

P99000050644

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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-11/02/99--01003--007
*****70.00 *****70.00

CORPORATION(S) NAME

Commerex.com, Inc. merging into Commerex.com Delaware, Inc.
Merger

FILED
99 NOV -1 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Profit ☐ Amendment ☒ Merger
☐ NonProfit
☐ Limited Liability Company ☐ Dissolution/Withdrawal ☐ Mark
☐ Foreign
☐ Limited Partnership ☐ Annual Report ☐ Other
☐ Reinstatement ☐ Reservation ☐ Change of R.A.
☐ Limited Liability Partnership ☐ Fictitious Name
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THANKS
LAURA EARNEST

11/1
*00789, 00561, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMMEREX.COM, INC., a Florida corporation P99000050644

INTO

COMMEREX.COM DELAWARE, INC., a Delaware corporation not qualified in
Florida.

File date: November 1, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 2, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: COMMEREX.COM, INC.
Ref. Number: P99000050644

We have received your document for COMMEREX.COM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 899A00052463

ARTICLES OF MERGER

of a Domestic Corporation and a Foreign Corporation

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law hereby execute the following Articles of Merger:

FIRST: The names of the Corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation	State of incorporation
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COMMEREX.COM, INC. (the "Domestic Corporation")	Florida
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COMMEREX.COM DELAWARE, INC. (the "Foreign Corporation")	Delaware
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SECOND: The laws of the State of Florida under which such Domestic Corporation is organized permit such merger and such Domestic Corporation is complying with the applicable provisions of Sections 607.1101 - 607.1103 of the Florida Business Corporation Act.

THIRD: The Foreign Corporation, as the surviving corporation of the merger, complies with the applicable provisions of Section 607.1105 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law.

FOURTH: The plan of the merger is attached:

FIFTH: The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 10/26/99 and shareholder approval was not required. and was adopted by the directors of the surviving corporation on 10-26-99. Shareholder_action was not required.

FILED
99 NOV - 1 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is made and entered into this 26 day of October, 1999 by and between Commerex.com, Inc., a Florida corporation (the "Merged Corporation") and Commerex.com Delaware, Inc., a Delaware corporation (the "Surviving Corporation") (said corporations may hereinafter be referred to jointly as "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the purposes and objectives of the Constituent Corporations may be effectively achieved and promoted within a single corporate structure; and

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable that the Merged Corporation be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the Delaware General Corporation Law (the "Act").

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth and for the purpose of fixing and declaring the terms and conditions upon which the Constituent Corporations are to be merged, and such other details or provisions as are deemed necessary or desirable, the Constituent Corporations, by their Boards of Directors, hereby agree as follows:

ARTICLE I

CONSTITUTION OF MERGER

The Surviving Corporation shall be merged with the Merged Corporation, in accordance with the provisions of the Act.

ARTICLE II

CORPORATE NAME

Upon the Effective Time of the Merger (as hereinafter defined), the Surviving Corporation shall change its name to be Commerex.com, Inc.

ARTICLE III

EFFECT OF MERGER

Upon the merger becoming effective:

- (1) the Constituent Corporations shall be a single corporation;
- (2) the separate corporate existence of the Merged Corporation shall cease, except to the extent provided for by the laws of the States of Florida and Delaware in the case of a corporation after its merger into another corporation;
- (3) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer;
- (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them;
- (5) any claim, existing action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; and
- (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

ARTICLE IV

MANNER AND BASIS OF CONVERTING SHARES

Upon the Effective Time of the Merger, each issued and outstanding share of the Merged Corporation shall be exchanged for and converted into one fully paid and non-assessable share of the Surviving Corporation's common stock.

ARTICLE V

ARTICLES AND BYLAWS

The Certificate of Incorporation of the Surviving Corporation, existing as of the Effective Time of the Merger shall continue in full force as the Certificate of Incorporation of the Surviving Corporation until such Certificate of Incorporation is duly altered, amended or repealed. The bylaws of the Surviving Corporation existing as of the Effective Time of the Merger shall continue in full force as the bylaws of the Surviving Corporation until such bylaws are duly altered, amended or repealed.

ARTICLE VI

BASIS FOR TRANSFERRING ASSETS AND LIABILITIES

The assets and liabilities of the Merged Corporation, as of the Effective Time of the Merger, shall be taken on the books of the Surviving Corporation at the amounts at which they are, on such date, carried on the books of the Merged Corporation.

ARTICLE VII

DIRECTORS AND OFFICERS

The Board of Directors and Officers of the Surviving Corporation shall be the Directors and Officers holding such offices of the Surviving Corporation at the Effective Time of the Merger. Such individuals shall hold office in accordance with the bylaws of the Surviving Corporation.

ARTICLE VIII

EXPENSES OF MERGER

The Surviving Corporation shall pay all expenses of implementing this Plan and Agreement of Merger and accomplishing the Merger provided for herein.

ARTICLE IX

EFFECTIVE TIME

The effective time and date of the of Merger shall be 12:01 a.m. on 11/1, 1999, which time and date shall be the "Effective Time of the Merger".

ARTICLE X

FURTHER ASSURANCES


If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

This Plan and Agreement of Merger may be executed in two or more counterparts, each of which shall be deemed an original and together constitute one and the same document.

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused this Plan and Agreement of Merger to be signed by duly authorized officers as of the day and year first above written.

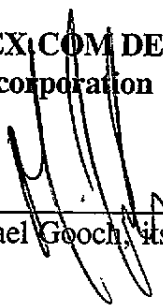
SURVIVING CORPORATION

ATTEST:


Robert Crossan, its Secretary


**COMMEREX.COM DELAWARE, INC.,
a Delaware corporation**

By:


Michael Gooch, its President


MERGED CORPORATION

ATTEST:


Robert Crossan, its Secretary

**COMMEREX.COM, INC., a Florida
corporation**

By:


Michael Gooch, its President