

P99000060847

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

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

CORPORATION(S) NAME

BigBroom.com, Inc. (FD)
Merging into: BigBroom.com, Inc. (DE)

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Availability

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Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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PLEASE RETURN EXTRA COPY(S)
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THANKS.

LAURA EARNEST

Q. COULLETTE AUG 31 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

BIGBROOM.COM, INC., a Florida corporation, P99000060847

INTO

BIGBROOM.COM, INC., a Delaware corporation not qualified in Florida.

File date: August 30, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

ARTICLE FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
BigBroom.com, Inc.	Delaware

ARTICLE SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
BigBroom.com, Inc.	Florida

ARTICLE THIRD: The Plan of Merger is attached.

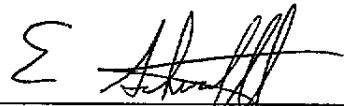
ARTICLE FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE FIFTH: Adoption of Merger by Surviving corporation: The Plan of Merger was adopted by the shareholder of the surviving corporation on August 28, 2000.

ARTICLE SIXTH: Adoption of Merger by Merging corporation: The Plan of Merger was adopted by the shareholders of the merging corporation on August 28, 2000.

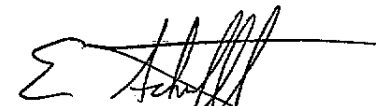
ARTICLE SEVENTH: Signatures for each corporation:

ATTEST:

By: 
Name: Evan Schwartzfarb
Title: Secretary

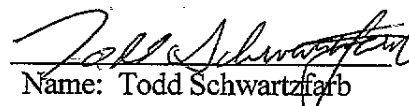
Date: August 29, 2000

ATTEST:

By: 
Name: Evan Schwartzfarb
Title: Secretary

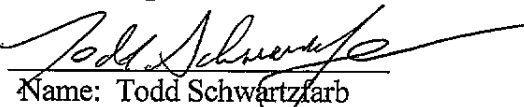
Date: August 29, 2000

BIGBROOM.COM, INC.,
a Florida corporation

By: 
Name: Todd Schwartzfarb
Title: President

Date: August 29, 2000

BIGBROOM.COM, INC.,
a Delaware corporation

By: 
Name: Todd Schwartzfarb
Title: President

Date: August 29, 2000

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

1. The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.
2. The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary is:

<u>Name</u>	<u>Jurisdiction</u>
BigBroom.com, Inc. ("BigBroom.com-FL")	Florida

3. The name and jurisdiction of the **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
BigBroom.com, Inc. ("BigBroom.com")	Delaware

4. **CONVERSION OF OUTSTANDING STOCK.** (a) Forthwith upon the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date"), each issued and outstanding share of common stock, par value \$.0025 per share, of BigBroom.com-FL ("Florida Common Stock") and all rights in respect thereof shall be converted into 1 fully paid and non-assessable share of common stock, par value \$.001 per share, of BigBroom.com ("Delaware Common Stock"), and each certificate nominally representing such shares of Florida Common Stock shall for all purposes be deemed to evidence the ownership of such number of shares of Delaware Common Stock. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Delaware Common Stock but, as certificates nominally representing shares of such Florida Common Stock are surrendered for transfer, BigBroom.com will cause to be issued certificates representing shares of Delaware Common Stock, and, at any time upon surrender by any holder of certificates nominally representing shares of Florida Common Stock, BigBroom.com will cause to be issued therefor certificates for the requisite number of shares of Delaware Common Stock.

(b) Forthwith upon the Effective Date, each issued and outstanding share of Series A Preferred Stock, par value \$.0025 per share, of BigBroom.com-FL ("Florida Series A Preferred Stock"), and all rights in respect thereof shall be converted into 1 fully paid and non-assessable share of Series A Preferred Stock, par value \$.001 per share, of BigBroom.com ("Delaware Series A Preferred Stock"), and each certificate nominally representing such shares of Florida Series A Preferred Stock shall for all purposes be deemed to evidence the ownership of such number of shares of Delaware Series A Preferred Stock. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Delaware Series A Preferred Stock but, as certificates nominally representing shares of such Florida Series A Preferred Stock are surrendered for transfer, BigBroom.com will cause to be issued certificates representing shares of Delaware Series A Preferred Stock, and, at any time upon surrender by any

holder of certificates nominally representing shares of Florida Series A Preferred Stock, BigBroom.com will cause to be issued therefor certificates for the requisite number of shares of Delaware Series A Preferred Stock.

5. **PRO RATA ISSUANCE OF SHARES.** Upon presentation of Florida Common Stock or Florida Series A Preferred Stock, holders of such shares will receive, in exchange therefor, shares of Delaware Common Stock or Delaware Series A Preferred Stock, as applicable, on a pro rata basis.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Agreement and Plan of Merger to be executed by its respective President and attested by its respective Secretary.

ATTEST:

By: 

Name: Evan Schwartzfarb
Title: Secretary

BIGBROOM.COM, INC.,
a Florida corporation

By: 

Name: Todd Schwartzfarb
Title: President

ATTEST:

By: 

Name: Evan Schwartzfarb
Title: Secretary

BIGBROOM.COM, INC.
a Delaware corporation

By: 

Name: Todd Schwartzfarb
Title: President