



THE UNITED STATES
CORPORATION
COMPANY

799000082980

ACCOUNT NO. : 072100000032

REFERENCE : 945973 4347898

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 60.00

ORDER DATE : December 27, 2000

ORDER TIME : 10:02 AM

ORDER NO. : 945973-005

CUSTOMER NO: 4347898

000003515650-- 4

CUSTOMER: Ms. Lonna Miller
Davis, Wright & Tremaine
2600 Century Square
1501 Fourth Avenue
Seattle, WA 98101-1688

ARTICLES OF MERGER

INFOSHOP, INC.

INTO

INFOSHOP, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

JB
12-28-00

APPROVED
AND
FILED

00 DEC 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 DEC 28 AM 10:44

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INFOSHOP, INC., A FLORIDA ENTITY, P99000082980

INTO

INFOSHOP, LLC, A NON-QUALIFIED WASHINGTON ENTITY, corporation
not qualified in Florida.

File date: December 28, 2000

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 60.00

CERTIFICATE AND ARTICLES OF MERGER

OF
INFOSHOP, INC. *PM9000082980*
(a Florida Corporation)
AND
INFOSHOP, LLC
(a Washington Limited Liability Company)

To the Department of State of
The State of Florida

And to the Secretary of State of
The State of Washington

Pursuant to the provisions of the Florida Business Corporation Act governing the merger of a domestic Florida corporation with and into a foreign limited liability company, and the provisions of the Washington Corporations Act governing the merger of a foreign corporation with and into a domestic Washington limited liability company, the entities hereinafter named do hereby submit the following articles of merger.

1. The names of the merging entities are Infoshop, Inc., which is a corporation authorized by law to issue shares, organized under the laws of the State of Florida (the "Disappearing Corporation"), and Infoshop, LLC which is a limited liability company, organized under the laws of the State of Washington (the "Surviving LLC").
2. Annexed hereto and made a part hereof is the Plan of Merger for merging the Disappearing Corporation with and into the Surviving LLC as approved by resolution of the Board of Directors of the Disappearing Corporation and the members of the Surviving LLC.
3. The Plan of Merger was duly adopted and approved by the unanimous written consent of the shareholders of the Disappearing Corporation pursuant to the provisions of Sections 607.0704 and 607.1108(5) of the Florida Business Corporation Act and by the unanimous written consent of the members of the Surviving LLC pursuant to RCW 25.15.400.
4. The laws of the jurisdiction of organization of the Surviving LLC permit the merger of a corporation formed under the laws of another jurisdiction with and into a domestic limited liability company; and the merger of the Disappearing Corporation with and into the Surviving LLC is in compliance with the laws of the jurisdiction of organization of the Surviving Corporation.
5. The merger of the Disappearing Corporation with and into the Surviving LLC is permitted by the laws of the jurisdiction of organization of the Disappearing Corporation and has

00 DEC 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

been authorized in compliance with said laws.

6. The Surviving LLC is deemed to have appointed the Secretary of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Disappearing Corporation, and does hereby agree that it will promptly pay to the dissenting shareholders of the Disappearing Corporation the amount, if any, to which they are entitled under the provisions of Section 607.1302 of the Florida Business Corporation Act.

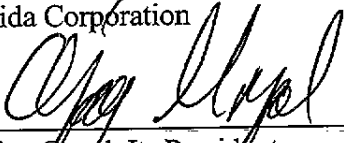
7. The address of the principal place of business of the Surviving LLC is 2213 South 25th Street, Ft. Pierce, Florida 34947.

Dated the 19th day of December, 2000.

DISAPPEARING CORPORATION:

INFOSHOP, INC.,
a Florida Corporation


By


Ajay Goyal, Its President

SURVIVING LLC:

INFOSHOP, LLC,
a Washington limited liability company

By


Anil Goyal, Its Member

APPROVED
AND
FILED

00 DEC 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
BETWEEN
INFOSHOP, INC.
(a Florida Corporation)
AND
INFOSHOP, LLC
(a Washington Limited Liability Company)

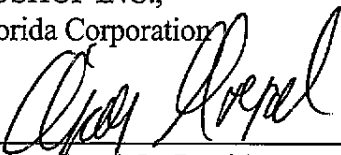
This Plan of Merger is entered into by and between Infoshop, Inc., which is a corporation authorized by law to issue shares, organized under the laws of the State of Florida (the "Disappearing Corporation"), and Infoshop, LLC, which is a limited liability company, organized under the laws of the State of Washington (the "Surviving LLC").

1. The Disappearing Corporation shall be merged into the Surviving LLC.
2. Upon the effective date of the merger, the separate existence of the Disappearing Corporation shall cease, and the Surviving LLC shall become the owner of all the rights and property of the Disappearing Corporation and shall be subject to all its debts and liabilities.
3. Each share of common stock of the Disappearing Corporation issued and outstanding on the date of merger shall be surrendered and cancelled to the Surviving Corporation. The members of the Surviving LLC shall continue to hold the same proportionate membership interests in the Surviving LLC before and after the merger.
4. The Articles of Organization and Limited Liability Company Agreement of the Surviving LLC shall continue in full force and effect.
5. The Surviving LLC will continue to be managed by its members after the merger as before.
6. The directors of the Disappearing Corporation may, in their discretion, abandon this merger, subject to the rights of third parties, without further action or approval by the shareholders of the Disappearing Corporation and the members of the Surviving LLC may, in their discretion, abandon this merger, subject to the rights of third parties, at any time before the merger has been completed.

Dated the 19th day of December, 2000.

DISAPPEARING CORPORATION:
INFOSHOP INC.,
A Florida Corporation

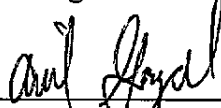
By


Ajay Goyal, Its President

SURVIVING LLC:

INFOSHOP LLC,
a Washington Limited Liability Company

By


Anil Goyal, Its Member

00 DEC 28 AM 11:3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED