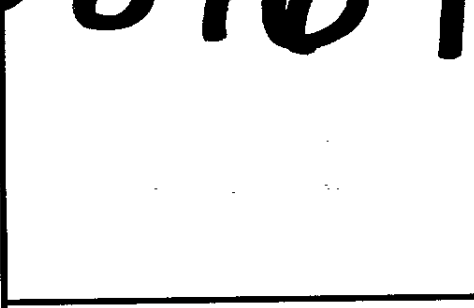


P99000087692

Lois A. Sears  
206 20th Avenue SE  
St. Pete, FL 33705  
City/State/zip



Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 800004134788--3  
-05/03/01--01133--027  
\*\*\*\*\*43.75 \*\*\*\*\*43.75
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 800004134788--3  
-05/23/01--01071--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED  
01 MAY 21 PM 3:56  
SECRETARY OF STATE  
TALLHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 16, 2001

LOIS A. SEARS  
206 20TH AVENUE SE  
ST. PETERSBURG, FL 33705

SUBJECT: INNOVATION MATTERS, INC.  
Ref. Number: P99000087692

We have received your document for INNOVATION MATTERS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

The document must have original signatures.

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) 487-6869.

Teresa Brown  
Corporate Specialist

Letter Number: 901A00029560

---

**ARTICLES OF MERGER  
Merger Sheet**

-----  
**MERGING:**

**MBLA (AMERICA), INC., a Florida entity, P99000094145**

**INTO**

**INNOVATION MATTERS, INC., a Florida entity, P99000087692**

**File date: May 21, 2001**

**Corporate Specialist: Teresa Brown**

**ARTICLES OF MERGER**  
**(Profit Corporations)**

FILED  
01 MAY 21 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Innovation Matters, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>MBIA (America), Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 4/15/2001

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 4/15/2001

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*



**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Innovation Matters, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>MBLA (America), Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The terms and conditions of the merger are as follows:

Innovation Matters, Inc., shall purchase the total outstanding stock of MBLA (America), Inc., at 200 shares @.01 par value, and assume all outstanding liabilities, if any, and assets, tangible & intangible, including trademarks, copyrights, etc. to MBLA (America), Inc. MBLA (America), Inc., will no longer exist as a separate entity and shall be merged with Innovation Matters, Inc.,

Upon merger Innovation Matters, Inc. shall be the entity doing business as "Homeownerguru.com".

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

As above. There will be no surviving share value attributed to MBLA (America), Inc., stock. There will continue to be 100 shares @ .01 par value of stock of Innovation Matters, Inc., outstanding at the time of merger of the two corporations.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit: Amendments:

Article II Principal Office - 206 20<sup>th</sup> Avenue SE, St. Petersburg, FL 33705  
Article III. Registered Agent - Lois A. Sears, 206 20<sup>th</sup> Avenue SE, St. Petersburg, FL  
33705.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: