

Division of Corporations

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P99000105137
Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

IBIS BUSINESS INTERNET SOLUTIONS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

INTEGRATED BUSINESS INTERNET SOLUTIONS, INC., a Florida corporation,
document number P96000065815

INTO

IBIS BUSINESS INTERNET SOLUTIONS, INC., a Florida entity,
P99000105137

File date: December 30, 1999, effective January 1, 2000

Corporate Specialist: Karen Gibson

Fax Audit No.: H99000033443 5

**STATE OF FLORIDA
ARTICLES OF MERGER
OF
INTEGRATED BUSINESS INTERNET SOLUTIONS, INC.
a Florida corporation
INTO
IBIS BUSINESS INTERNET SOLUTIONS, INC.
a Florida corporation**

EFFECTIVE DATE

1-1-2000

Pursuant to Florida Statutes Section 607.1105 entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and the shareholders of Integrated Business Internet Solutions, Inc., a Florida corporation (the "Merged Corporation") on December 3, 1999. The Plan of Merger was adopted by the Board of Directors of IBIS Business Internet Solutions, Inc., a Florida corporation (the "Surviving Corporation"), on December 3, 1999. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be January 1, 2000.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 29th day of December, 1999.

MERGED CORPORATION:**INTEGRATED BUSINESS INTERNET
SOLUTIONS, INC.**By: 

Paul Demirdjian, President

SURVIVING CORPORATION:**IBIS BUSINESS INTERNET SOLUTIONS, INC.**By: 

Paul Demirdjian, President

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Michael H. Robbins, Esquire
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Avenue, Suite 2800
Tampa, Florida 33602
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in witness whereof of merger

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EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 3rd day of December, 1999, by and between Integrated Business Internet Solutions, Inc., a Florida corporation (the "Merged Corporation"), and IBIS Business Internet Solutions, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Merged Corporation and by the Board of Directors of the Surviving Corporation, and in the manner prescribed by Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Plan of Merger.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as

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effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II **ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III **BYLAWS OF SURVIVING CORPORATION**

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV **BOARD OF DIRECTORS, OFFICERS AND** **SHAREHOLDER OF SURVIVING CORPORATION**

The Board of Directors, officers and shareholder of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfers its ownership in the Surviving Corporation.

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ARTICLE V
MANNER OF CONVERTING SHARES

Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with 200,000 shares of the Common Stock of the Surviving Corporation, so that in connection with the Merger the shareholders of the Merged Corporation shall receive in the aggregate 20,000,000 shares of IBIS Business Internet Solutions, Inc.

ARTICLE VI
APPROVAL OF MERGER

This Plan of Merger has been approved by the Board of Directors and shareholders of the Merged Corporation and the Board of Directors of the Surviving Corporation as of December 3, 1999, and in the manner prescribed by Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Plan of Merger.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

INTEGRATED BUSINESS INTERNET
SOLUTIONS, INC.

By: 
Paul Demirdjian,
President

IBIS BUSINESS INTERNET SOLUTIONS, INC.

By: 
Paul Demirdjian,
President

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mbh/this plan of merger