



V04384

COPY

June 24, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Phone: 850-487-6050

RE: Document V04384

The notarized Articles of Merger between **RDI Marketing, Inc.** (a Florida Corporation) and **HouseHold Direct.com, Inc.** (a Delaware Corporation) are enclosed for filing.

The effective date of merger is June 22, 1999.

Should you have any questions, please do not hesitate to contact me at 203-267-1400.

Sincerely,

Ann Jameson
Vice President
Secretary/Treasurer

FILED
99 JUL 13 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T. LEWIS JUL 15 1999

www.HouseHoldDirect.com

HHD Management, Inc.
900 Main Street South
Southbury, CT 06488

phone: 203.267.1400
fax: 203.267.1300
e-mail: info@HouseHoldDirect.com



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Division of Corporations
409 East Gaines Street
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Phone: 850-487-6050

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Sincerely,

A handwritten signature in cursive script that reads "Ann Jameson".

Ann Jameson
Vice President
Secretary/Treasurer

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900 Main Street South
Southbury, CT 06488

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 2, 1999

ANN JAMESON
HOUSEHOLD DIRECT.COMM
900 MAIN STREET SOUTH
SOUTHBURY, CT 06488

SUBJECT: RDI MARKETING, INC.
Ref. Number: V04384

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

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.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 999A00034959

ARTICLES OF MERGER
Merger Sheet

MERGING:

RDI MARKETING, INC., a Florida corporation, V04384.

INTO

HOUSEHOLD DIRECT.COM, INC., a Delaware corporation not qualified in
Florida

File date: July 13, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

(Profit Corporations)

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 are:

<u>Name</u>	<u>Jurisdiction</u>
<u>HOUSEHOLD DIRECT.COM, INC.</u>	<u>DELAWARE</u>

FILED
99 JUL 13 AM 9:05
SECRETARY OF STATE
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Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>RDI MARKETING, INC.</u>	<u>FLORIDA</u>
<u>HOUSEHOLD DIRECT.COM, INC.</u>	<u>DELAWARE</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 06/24/99 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

JUNE 22, 1999 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

JUNE 22, 1999 and shareholder approval was not required.

(Attach additional sheets if necessary)

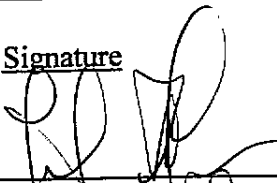
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

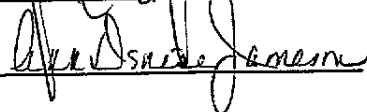
Typed or Printed Name of Individual & Title

HOUSEHOLD DIRECT.COM, INC.



JOHN FULGER, PRESIDENT

RDI MARKETING, INC.



ANN JAMESON, VICE PRESIDENT

PLAN OF MERGER
(Merger of subsidiary corporation(s))

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.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation are:

Name

Jurisdiction

RDI MARKETING, INC.

FLORIDA

The name and jurisdiction of each subsidiary corporation are:

Name

Jurisdiction

HOUSEHOLD DIRECT.COM, INC.

DELAWARE

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

REFERENCE ATTACHMENT (IV)

ARTICLES OF MERGER BETWEEN RDI MARKETING, INC. AND
HOUSEHOLD DIRECT.COM, INC.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

REFERENCE ATTACHMENT (IV)

ARTICLES OF MERGER BETWEEN RDI MARKETING, INC. AND
HOUSEHOLD DIRECT.COM, INC.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

REFERENCE ATTACHMENT

ARTICLES OF MERGER BETWEEN RDI MARKETING, INC. AND
HOUSEHOLD DIRECT.COM, INC.

Articles of Merger between RDI Marketing, Inc. and HouseHold Direct.com, Inc.

I. Name of Each Corporation Party to the Merger

The two corporations party to the merger are as follows:

- A. RDI Marketing, Inc., a Florida corporation, Florida charter #V04384
- B. HouseHold Direct.com, Inc., a Delaware corporation, Delaware charter #991112754-3020356

II. Surviving Corporation

The surviving corporation shall be HouseHold Direct.com, Inc., a Delaware corporation.

III. Terms and Conditions of Proposed Merger

A. That each constituent corporation provide copies of the following documents to the other constituent corporation for review by its board of directors:

- 1. Articles of Incorporation, and any amendments thereto;
- 2. Bylaws, and any amendments thereto;
- 3. Minutes of all annual, regular, and special meetings of the Board of Directors;
- 4. Minutes of all annual, regular, and special meetings of the Shareholders;
- 5. Certified list of Shareholders;
- 6. Any and all federal, state and local tax filings;
- 7. Any and all initial and annual state corporate filings or registrations; and
- 8. Any and all disclosure documents on file with the Securities and Exchange Commission and/or the National Association of Securities Dealers, Inc.

B. That each constituent corporation provide an accounting to the other constituent corporation of the following for review by its board of directors:

- 1. Current list of accounts payable;
- 2. Current list of accounts receivable;
- 3. Current inventory;
- 4. Current list of equipment and other tangible assets;
- 5. Current statements from all financial institutions with whom the corporation has an account or accounts;
- 6. Copies of all contracts and leases to which the corporation is currently a party; and
- 7. Management's analysis of any and all current litigation, regulatory actions, administrative proceedings, judgments, liens, or any other actions or suits pending, whether the corporation is involved as a plaintiff or defendant, as well as any potential litigation, regulatory actions, administrative proceedings, or other actions or suits involving the corporation.

C. That each constituent corporation hereby agrees not to change or alter its current capital structure until such time as either the merger is completed or rejected by the shareholders of either of the constituent corporations.

IV. Manner and Basis of Converting Shares

Each share of RDI Marketing, Inc. shall be converted into one (1) share of HouseHold Direct.com, Inc. common stock, \$0.001 par value. Until replaced, each certificate representing shares of RDI

Marketing, Inc. shall be deemed for all purposes to represent the identical number of shares of common stock of the Corporation.

V. Effective Date of Merger

The effective date of the merger shall be June 22, 1999.

VI. Board of Directors Approvals

A. RDI Marketing, Inc. - The Plan of Merger was adopted by the Board of Directors on June 22, 1999, at a duly called Special Meeting of the Board of Directors, whereby two (2) Directors, constituting all of the Directors, were present, and two (2) Directors voted in favor of the Plan of Merger, and zero (0) Directors voted against the Plan of Merger. A vote of the shareholders was not necessary pursuant to section 607.1104(b) of the Florida Statutes.

B. HouseHold Direct.com, Inc. - The Plan of Merger was adopted by the Board of Directors on June 22, 1999, at a duly called Special Meeting of the Board of Directors, whereby two (2) Directors, constituting all of the Directors, were present, and two (2) Directors voted in favor of the Plan of Merger, and zero (0) Directors voted against the Plan of Merger.

24 IN WITNESS WHEREOF, the President of each constituent corporation hereby sets his hand this day of June, 1999.

HOUSEHOLD DIRECT.COM, INC., a
Delaware Corporation

By: 

John Folger, President

This instrument was acknowledged before me
on this 24 day of June, 1999, by John
Folger.


(Notary Public Signature)

MARIA E. FILIPPONE
NOTARY PUBLIC

My Commission Expires Mar. 31, 2003

RDI MARKETING, INC., a Florida
Corporation

By: 

Ann Jameson, Vice President

This instrument was acknowledged before me
on this 24 day of June, 1999 by Ann
Jameson.


(Notary Public Signature)

MARIA E. FILIPPONE
NOTARY PUBLIC
My Commission Expires Mar. 31, 2003