

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GLOBALDEV INC.", A NEVADA CORPORATION,

WITH AND INTO "STORACTIVE, INC." UNDER THE NAME OF "STORACTIVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9233669

DATE:

08-04-98

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REEL: 002044 FRAME: 0562

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
GLOBALDEV INC.,
a Nevada corporation
INTO
STORACTIVE, INC.,
a Delaware corporation**

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

GlobalDev Inc., a Nevada corporation ("GlobalDev"), does hereby certify that:

FIRST: GlobalDev was incorporated on the 6th day of February, 1998, pursuant to the General Corporation Law of the State of Nevada, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

SECOND: GlobalDev owns one hundred percent (100%) of the outstanding shares of the stock of Storactive, Inc. ("Storactive"), a corporation incorporated on the 15th day of July, 1998 pursuant to the General Corporation Law of the State of Delaware.

THIRD: The directors of GlobalDev, by the resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board of Directors on the 16th day of July, 1998, determined to merge itself into Storactive, with Storactive assuming all the liabilities and obligations of GlobalDev (the "Merger"). A copy of these resolutions, together with the Plan of Merger attached thereto as Exhibit A, are attached hereto as Exhibit A and incorporated herein by reference.

FOURTH: The proposed Merger has been adopted, approved, certified, executed and acknowledged by GlobalDev in accordance with the laws of the State of Nevada, under which the corporation was organized. The proposed Merger has been approved by unanimous written consent by the stockholders of each of GlobalDev and Storactive.

FIFTH: From and after the effective time of the merger, the Certificate of Incorporation and the Bylaws of Storactive shall be the Certificate of Incorporation and the Bylaws of Storactive as in effect immediately prior to such effective time and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of GlobalDev at any time prior to the date of filing the Merger with the Secretary of State.

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IN WITNESS WHEREOF, GlobalDev, Inc. has caused this Certificate of Ownership and Merger to be signed by Mark Skiba, its President and Secretary. The undersigned does hereby affirm, under penalties of perjury, that this instrument is the act and deed of the corporation, and that the facts stated herein are true.

GLOBALDEV INC.,
a Nevada corporation

By: 

Mark Skiba
President and Secretary

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RECORDED: 02/29/2000

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