

CORPORATION

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:05 PM 08/31/1999
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CERTIFICATE OF MERGER OF

GOTAJOB.COM, INC.
a Colorado corporation

WITH AND INTO

GOTAJOB.COM, INC.
a Delaware corporation

Gotajob.com, Inc., a Colorado corporation (the "Company"), DOES HEREBY CERTIFY AS FOLLOWS in accordance with Section 252(e) of the Delaware General Corporation Law:

FIRST: The names of the corporations proposing to merge (the "Constituent Corporations") and the states under which such corporations are incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Gotajob.com, Inc. ("Gotajob Colorado")	Colorado
Gotajob.com, Inc. ("Gotajob Delaware")	Delaware

SECOND: An agreement and plan of merger has been adopted, approved, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 7-111-103 of the Colorado Business Corporations Act (the "Agreement and Plan of Merger").

THIRD: The name of the surviving corporation shall be "Gotajob.com, Inc." The surviving corporation shall be governed by the laws of the State of Delaware.

FOURTH: The Certificate of Incorporation of Gotajob Delaware shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 7860 E. Berry Pl., Suite 140, Greenwood, Colorado 80111.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: Gotajob Colorado is authorized to issue nine million five hundred thousand (9,500,000) shares of common stock, \$.001 par value and seven hundred fifty thousand (750,000) shares of preferred stock, \$.001 par value.

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Executed and verified this 31st day of August, 1999.

GOTAJOB.COM, INC.
a Colorado corporation

By: 
Edward Milstein
President and Chief Executive Officer

ATTEST:


Bert Bassford
Secretary

GOTAJOB.COM, INC.
a Delaware corporation

By: 
Edward Milstein
President and Chief Executive Officer

ATTEST:


Bert Bassford
Secretary

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