



**CERTIFICATE OF MERGER**

**MERGING**

**BROADBAND CREATIONS, INC.**

**WITH AND INTO**

**INTERACTIVE CONTENT PROVIDER CO.**

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Pursuant to Section 251 of the General Corporation Law of  
the State of Delaware

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The undersigned, Marvin Winkler and Thomas E. Schiff, being respectively the President and Secretary of Interactive Content Provider Co., a Delaware corporation ("ICP"), for purposes of effecting a merger of Broadband Creations, Inc., a Delaware corporation ("BCI"), with and into ICP (the "Merger"), hereby certify as follows:

1. The name of each constituent corporation to the Merger is:
  - (a) Interactive Content Provider Co., a Delaware corporation; and
  - (b) Broadband Creations, Inc., a Delaware corporation.
2. An Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of May 18, 1999, between BCI and ICP, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of ICP and BCI in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The surviving corporation in the Merger shall be ICP.
4. Certificate of Incorporation of ICP shall be the Certificate of Incorporation of the surviving corporation in the Merger, except that the name as set forth in the Certificate of Incorporation shall become Broadband Interactive Group, Inc.
5. The executed Merger Agreement is on file at the principal place of business of ICP, the address of which is 9600 Toledo Road, Irvine, California 92618.
6. A copy of the Merger Agreement will be furnished by ICP, on request and without cost, to any stockholder of ICP or BCI.
7. The authorized capital stock of ICP consists of 49,000,000, par value \$.0001, of which 26,000,000 shares are designated Class A Common Stock, 22,000,000 shares are designated Class B Common Stock and 1,000,000 shares are designated Preferred Stock.

8. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

Executed on this 11 day of June, 1999.

INTERACTIVE CONTENT PROVIDER.CO.  
a Delaware corporation

By: 

Marvin Winkler, President

By: 

Thomas E. Schiff, Secretary

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