



FISCHER
INTERNATIONAL

F83417

FILED

99 DEC 29 PM 4:50

STATE
TALLAHASSEE, FLORIDA

December 28, 1999

Division of Corporations
Amendments
409 East Gaines Street
Tallahassee, FL 32399

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-12/29/99--01039--015
****131.25 ****131.25

Dear Sir or Madam:

Enclosed please find three original Articles of Merger for LaGrange Global Technologies Corporation, Gauss Global Technologies Corporation, and Fischer International Systems Corporation. Also enclosed is a check in the amount of \$121.25 for the filing fees and certified copy charges. Would you please return the certified copies to:

John W. Wynkoop
Vice President Legal Affairs
Fischer International Systems Corporation
3584 Mercantile Avenue
Naples, FL 34104

Should you have any questions, please contact me directly at (941) 436-2564. Your assistance in this matter is appreciated.

Very truly yours,

John W. Wynkoop

John W. Wynkoop
Vice President Legal Affairs

*Merger
1-11-00
PWS*

EFFECTIVE DATE
12-31-99

FILED

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FILE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEGRANGE GLOBAL TECHNOLOGIES CORPORATION, a Florida corporation,
P93000016244

GAUSS GLOBAL TECHNOLOGIES CORPORATION, a Florida corporation,
P93000016077

INTO

FISCHER INTERNATIONAL SYSTEMS CORPORATION, a Florida entity,
F83417

File date: December 29, 1999, effective December 31, 1999

Corporate Specialist: Doug Spittler

FILED

99 DEC 29 PM 4:50

**ARTICLES OF MERGER
OF
LAGRANGE GLOBAL TECHNOLOGIES CORPORATION
(a Florida corporation)
AND
GAUSS GLOBAL TECHNOLOGIES CORPORATION
(a Florida corporation)
INTO
FISCHER INTERNATIONAL SYSTEMS CORPORATION
(a Florida corporation)**

CLERK OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger are made and entered in to this 22 day of December, 1999 among LaGrange Global Technologies Corporation, a corporation formed under the laws of the State of Florida ("LaGrange"), Gauss Global Technologies Corporation, a corporation formed under the laws of the State of Florida ("Gauss"), and Fischer International Systems Corporation, a corporation formed under the laws of the State of Florida ("FISC").

WHEREAS, FISC lawfully owns all the outstanding stock of LaGrange, and lawfully owns all the outstanding stock of Gauss: and

WHEREAS, FISC, LaGrange and Gauss desire to merge LaGrange and Gauss into FISC and have FISC be possessed of all the estate, property, rights, privileges and franchises of LaGrange and of Gauss: and

WHEREAS, the Boards of Directors of FISC, LaGrange, and Gauss, respectively, deem it advisable and generally to the welfare of the corporations and their respective shareholders that LaGrange and Gauss merge with and into FISC pursuant to the Florida Business Corporation Act;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Plan of Merger.** LaGrange and Gauss shall be merged into FISC, parent corporation of both LaGrange and Gauss (the "Merger"). FISC shall be the surviving corporation and the separate existence of LaGrange and Gauss shall cease. Upon the effective time of the Merger, each outstanding share of Common Stock of LaGrange and each outstanding share of Common Stock of Gauss shall be cancelled.

2. **Effective Date.** The Merger shall be effective on December 31, 1999, upon compliance with the laws of the State of Florida, including the filing of these Articles of Merger with the Secretary of State of Florida (the "Effective Date").

EFFECTIVE DATE

12-31-99

3. **Shareholder Approval.** In accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act, as FISC owns one hundred percent of the outstanding stock of LaGrange and one hundred percent of the outstanding stock of Gauss, no shareholder approval is required.

4. **Adoption of Plan of Merger.** The Plan of Merger of the aforesaid Merger was adopted and approved by the Boards of Directors of each of FISC, LaGrange and Gauss, respectively, respectively on December 16, 1999.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed by their respective Presidents, and attested to by their respective Secretaries, on the 16th day of December, 1999.

FISCHER INTERNATIONAL SYSTEMS CORPORATION

By: _____

Name: _____

President

ATTEST: _____

By: _____

Name: _____

Secretary

LAGRANGE GLOBAL TECHNOLOGIES CORPORATION

By: _____

Name: _____

President

ATTEST: _____

By: _____

Name: _____

Secretary

GAUSS GLOBAL TECHNOLOGIES CORPORATION

By: _____

Name: _____

President

ATTEST: _____

By: _____

Name: _____

(Secretary)