

F96000004296

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

000002396360--6

ZEITECH, INC., a Delaware corporation F96000004356

TSG PROFESSIONAL SERVICES, INC., a New Hampshire corporation P39979  
F96000005235

CONTRACT STAFFING GROUP, INC., a South Carolina corporation P33668

HJM CONSULTING, INC., a New York corporation F97000006000

OPENWARE TECHNOLOGIES, INC., a Florida corporation F35065

THE LENCO GROUP, INC., a Massachusetts corporation F96000004296

PROGRAMMING ENTERPRISES, INC., a California corporation F96000003743

THE LENCO PRO, INC., a Massachusetts corporation F93000003464

20 FOREIGN NON QUALIFIED CORPORATIONS

INTO

**MODIS, INC.**, a Florida corporation, J46369.

File date: December 19, 1997 , effective December 31, 1997

Corporate Specialist: Annette Hogan