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J 46 369

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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Tenka, Inc.

merging into:

Computer Professionals, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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J46369

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TEKNA, INC., a Virginia corporation, not qualified in Florida

INTO

COMPUTER PROFESSIONALS, INC., a Florida corporation, J46369.

File date: November 12, 1997

Corporate Specialist: Karen Gibson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
TEKNA, INC.
INTO
COMPUTER PROFESSIONALS, INC.

Pursuant to Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act and Sections 13.1-719, 13.1-720 and 13.1-722 of the Virginia Stock Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Computer Professionals, Inc., a Florida corporation, owns one hundred percent (100%) of the outstanding shares of TEKNA, Inc., a Virginia corporation.

SECOND: A Plan of Merger containing the information required by Section 607.1104 of the Florida Act and by Section 13.1-719 of the Virginia Act, a copy of which is attached hereto, was adopted as of November 1, 1997 by unanimous written consent of the Board of Directors of Computer Professionals, Inc.

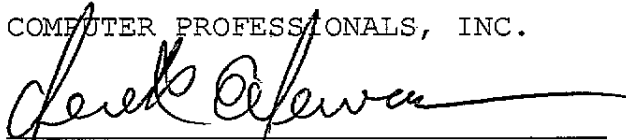
THIRD: Shareholder approval of the Merger is not required because Computer Professionals, Inc. owns all of the outstanding shares of TEKNA, Inc.

FOURTH: The Merger is permitted by the Florida Business Corporation Act and is in compliance with such Act.

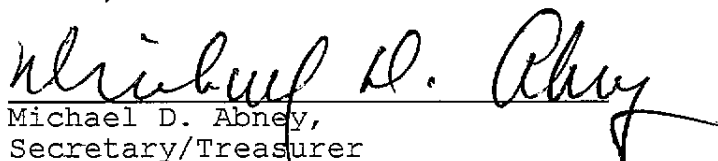
FIFTH: The Merger is to be effective on November 1, 1997.

The undersigned corporate officers declare that the facts herein stated are true as of November 1, 1997.

COMPUTER PROFESSIONALS, INC.


Derek E. Dewan, Vice President

TEKNA, INC.


Michael D. Abney,
Secretary/Treasurer

PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of November 1, 1997, is adopted by COMPUTER PROFESSIONALS, INC., a Florida corporation ("CPI").

PRELIMINARY STATEMENTS

All of the issued and outstanding shares of the authorized capital stock of TEKNA, Inc., a Virginia corporation ("TEKNA"), are owned by CPI.

The Florida Business Corporation Act (the "Florida Act") and the Virginia Stock Corporation Act (the "Virginia Act") authorize a corporation that owns all of the issued and outstanding shares of a corporation's capital stock to merge such subsidiary corporation into such parent corporation without the approval of the shareholders of the parent or subsidiary corporation if the board of directors of the parent corporation adopts a plan of merger.

CPI desires to cause TEKNA to merge with and into CPI, which shall be the surviving corporation.

The Board of Directors of CPI has adopted and approved the merger upon the terms and conditions hereinafter set forth and has adopted this Plan.

ARTICLE I MERGER

Subject to the terms and conditions of the Plan, at the Effective Time (as hereinafter defined) and pursuant to the provisions of, and with the effect provided in, the Florida Act and the Virginia Act, TEKNA shall be merged with and into CPI (such transaction is referred to herein as the "Merger"). At the Effective Time, the separate existence of TEKNA shall cease and CPI, as the surviving entity, shall continue unaffected and unimpaired by the Merger (CPI as existing on and after the Effective Time is herein sometimes referred to as the "Surviving Corporation").

ARTICLE II APPROVAL BY DIRECTORS

The Plan and related matters have been approved by the Board of Directors of CPI by written consent in lieu of a special meeting in accordance with the Florida Act and the Virginia Act.

ARTICLE III

FILING ARTICLES OF MERGER; EFFECTIVE TIME OF THE MERGER

Section 1. Filing Articles of Merger. If the Plan is not terminated or abandoned as permitted by the provisions hereof,

then Articles of Merger evidencing the transaction contemplated herein shall be filed and recorded in accordance with the Florida Act and the Virginia Act.

Section 2. Effective Time of Merger. The Merger shall be effective at the time and on the date specified in the Articles of Merger (such time and date is herein referred to as the "Effective Time").

ARTICLE IV

ARTICLES OF INCORPORATION AND BY-LAWS

The Articles of Incorporation and By-Laws of CPI in effect immediately prior to the Effective Time shall be the Articles of Incorporation and By-Laws of the Surviving Corporation, in each case until amended in accordance with applicable law.

ARTICLE V

BOARD OF DIRECTORS

At the Effective Time, the Board of Directors of the Surviving Corporation shall consist of the persons serving as directors of CPI immediately prior to the Effective Time.

ARTICLE VI

EFFECT OF MERGER ON SHARES

Section 1. CPI's Shares.

Each share of the capital stock of CPI that is issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, remain issued and outstanding and no consideration shall be issued in respect thereof.

Section 2. TEKNA's Shares.

Each share of TEKNA stock that is issued and outstanding immediately prior to the Effective Time shall, at the Effective Time and by operation of law, be cancelled and all certificates evidencing ownership of such shares shall be void and of no effect.

ARTICLE VII

FURTHER ASSURANCES

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Corporation title to any property or rights of TEKNA, or otherwise carry out the provisions hereof, the proper officers and directors of TEKNA, as of the Effective Time, and thereafter the officers of the Surviving Corporation acting on behalf of TEKNA, shall execute and deliver any and all property assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the provisions hereof.

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TEKNA ART OF MERGER

ARTICLE VIII
TERMINATION

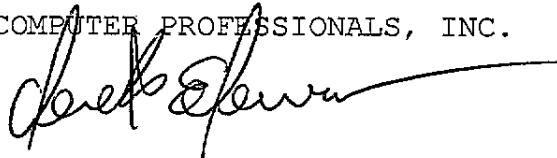
The Plan may be terminated and the proposed Merger abandoned at any time before the Effective Time if the Board of Directors of CPI duly adopts a resolution abandoning the Plan.

SECTION IX
GOVERNING LAW

The Plan shall be governed by the laws of the State of Florida applicable to agreements made and entirely to be performed in such jurisdiction, except to the extent the Virginia Act may be applicable.

IN WITNESS WHEREOF, CPI has caused this Plan to be executed by its duly authorized officer as of the day and year first above written.

COMPUTER PROFESSIONALS, INC.



Derek E. Dewan, Vice President