

J49181



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 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 122.50

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : March 4, 1998
 ORDER TIME : 10:53 AM
 ORDER NO. : 727865-005
 CUSTOMER NO: 4329325

Merger

000002446880--3

CUSTOMER: Jan D. McCormick, Esq
 Brant Moore Macdonald & Wells,
 P. O. Box 4548

Jacksonville, FL 32201-4548

ARTICLES OF MERGER

BAYWOOD TECHNOLOGIES, INC.

INTO

INFORMATION MANAGEMENT
 ALTERNATIVES PLUS, INC
Information Availability

3/5/98

~~FILE FIRST~~

Document Examiner *Don*
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CONTACT PERSON: Deborah Schroeder

EXAMINER'S INITIALS: *Don*

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 DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

BAYWOOD TECHNOLOGIES, INC., a Florida corporation P97000094465

INTO

INFORMATION MANAGEMENT ALTERNATIVES PLUS, INC., a Florida
corporation, J49181

File date: March 4, 1998

Corporate Specialist: Annette Hogan

PLAN AND ARTICLES OF MERGER

98 MAR -4 AM 10:19
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN AND ARTICLES OF MERGER (hereinafter "this Agreement") is made and entered into this 3rd day of March, 1998, by and between Information Management Alternatives PLUS, Inc., a Florida corporation (hereinafter referred to as "IMA Plus"), and Baywood Technologies, Inc., a Florida corporation (hereinafter referred to as "Baywood"). In this Agreement, IMA Plus and Baywood are sometimes collectively referred to as the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, the Boards of Directors and Stockholders of the Constituent Corporations deem it advisable and in the best business interest of each of the Constituent Corporations that Baywood (hereinafter sometimes referred to as the "Nonsurviving Corporation") be merged with and into IMA Plus and that IMA Plus (hereinafter sometimes the "Surviving Corporation") merge the Nonsurviving Corporation with and into itself, as authorized by Florida Statutes Section 607 and Section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended, and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and Stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Nonsurviving Corporation be merged

with and into the Surviving Corporation and that the Surviving Corporation merge the Nonsurviving Corporation with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Plan and Articles of Merger:

ARTICLE I. - CONSTITUENT CORPORATIONS

A. IMA Plus, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida on December 29, 1986, effective January 1, 1987, has an authorized capitalization of 7,000 shares of capital stock, such authorized capitalization consisting of 7,000 shares of voting common stock, \$1.00 per share par value for an aggregate par value of \$7,000, 4,000 of which are presently issued and outstanding.

B. Baywood, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida on November 3, 1997, effective November 3, 1997, has an authorized capitalization of 10,000 shares of capital stock, such authorized capital stock consisting of 10,000 shares of voting common stock, \$1.00 per share par value for an aggregate par value of \$10,000, 4,000 of which are presently issued and outstanding.

ARTICLE II. - MERGER

Baywood shall be, and it hereby is, merged with and into IMA Plus, and IMA Plus shall, and it hereby does, merge Baywood with and into itself. IMA Plus shall be the surviving corporation in the merger and shall be governed by the laws of the State of Florida, which state shall be its domicile. The principal office of the Surviving Corporation shall be located at IMA Plus' principal place of business, which is presently 9428 Baymeadows Road, Suite 500, Jacksonville, Florida 32256.

ARTICLE III. - CONVERSION OF OUTSTANDING STOCK

The manner and the basis of converting the outstanding shares of capital stock of each of the Constituent Corporations in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

A. Upon the effective date of the merger, each issued and outstanding share of common stock of the Surviving Corporation, par value \$1.00 per share, shall, without further action on the part of the holder thereof, be converted into one share of the common stock, par value \$1.00 per share, of the Surviving Corporation.

B. Upon the effective date of the merger, each issued and outstanding share of the common stock, \$1.00 par value, of the Nonsurviving Corporation shall, without further action on the part of the holder thereof, be converted into one share of the common stock, par value \$1.00 per share, of the Surviving Corporation.

C. The number of shares to be issued pursuant to the provisions of paragraphs (a) and (b) above shall be determined pursuant to the value as of the date of the merger.

D. No fractional share or shares of the capital stock of the Surviving Corporation, and no certificate or certificates of scrip therefore, will be issued in connection with the merger. In the event the calculation of the aggregate number of shares deliverable in connection with the merger to and for the account of any former holder of the capital stock of a Nonsurviving Corporation would otherwise result in such holder being entitled to a fraction of a share, the number of shares so deliverable shall be increased to the next higher full share if such fraction is one-half or more and shall be reduced to the next smaller full share if such fraction is less than one-half.

E. As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Nonsurviving Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of the common stock of the Surviving Corporation, into which such shares of the capital stock of the Nonsurviving Corporation shall have been converted pursuant to this Article.

ARTICLE IV. - TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

A. Except as provided in Article III hereof, until altered, amended or repealed, the Articles of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

B. Until altered, amended or repealed, the Bylaws of the Surviving Corporation in effect on the effective date of the merger shall be the Bylaws of the Surviving Corporation.

C. The officers and directors of the Surviving Corporation on the effective date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been elected and qualify, unless they earlier die, resign or are removed.

D. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Nonsurviving Corporation, the proper officers and directors of the Nonsurviving Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE V. - APPROVALS BY THE CONSTITUENT CORPORATIONS

A. The terms and conditions of the merger set forth in this Agreement were advised, authorized and approved by each of the Constituent Corporations in the manner and by the vote required by its charter and the laws of the state of its incorporation.

B. Each issued and outstanding share of stock of each of the Constituent Corporations is entitled to vote on this Agreement.

C. The merger contemplated by this Agreement is permitted by the laws of the State of Florida, and all conditions required by the laws of the State of Florida have been satisfied.

D. This Agreement and the merger contemplated by it were approved and unanimously adopted by resolutions of the Board of Directors of the Constituent Corporations on March 3rd, 1998.

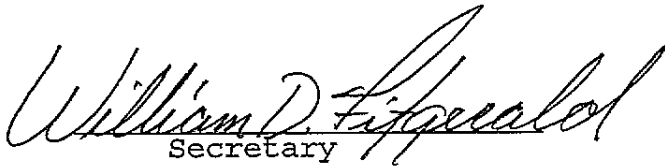
E. After approval by the Boards of Directors of the Constituent Corporations, a copy of this Agreement was furnished to each stockholder of each of the Constituent Corporations, and this Agreement and the merger contemplated by it were unanimously approved by the stockholders of each of the Constituent Corporations on March 3rd, 1998. At each meeting of the stockholders of the Constituent Corporations, all of the outstanding shares were voted in favor of this Agreement and the merger contemplated hereby, and none against.

F. Upon the approval of this Agreement by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed by the Department of State of the State of Florida.

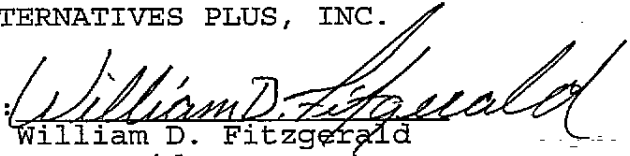
Notwithstanding anything contained herein to the contrary, the merger provided herein shall be effective as of the close of business on March 3rd, 1998.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida and their respective seals affixed hereto.

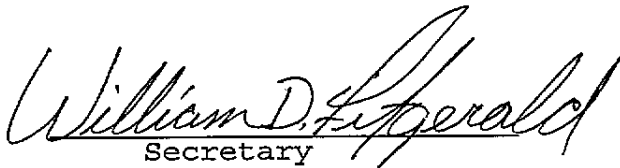
ATTEST:


Secretary


INFORMATION MANAGEMENT
ALTERNATIVES PLUS, INC.

By: 
William D. Fitzgerald
Its: President

ATTEST:


Secretary

BAYWOOD TECHNOLOGIES, INC.

By: 
William D. Fitzgerald
Its: President

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