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CORPORATION(S) NAME

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One Up Corporation  
merged into:  
Migratee, Inc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CONNIE BRYAN

merger

ARTICLES OF MERGER  
Merger Sheet

MERGING:

ONE UP CORPORATION, a nonqualified Texas corp.

INTO

**MIGRATEC, INC.**, a Florida entity, K68350.

File date: March 2, 2000

Corporate Specialist: Susan Payne

FILED

00 MAR -2 PM 4: 30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
ONE UP CORPORATION  
(a Texas corporation)  
INTO  
MIGRATEC, INC.  
(a Florida corporation)**

The undersigned corporations, MigraTEC, Inc., organized and existing under and by virtue of the Florida General Corporation Act and the Florida 1989 Business Corporation Act, and One Up Corporation, organized and existing under and by virtue of the Texas Business Corporation Act, do hereby certify:

FIRST: That an Agreement and Plan of Merger (the "Plan") by and between MigraTEC, Inc., a Florida corporation ("MigraTEC"), and One Up Corporation, a Texas corporation and wholly owned subsidiary of MigraTEC ("One Up"), has been approved, adopted, certified, executed and acknowledged by each of MigraTEC and One Up in accordance with the requirements of the Florida 1989 Business Corporation Act and the Texas Business Corporation Act (the "TBCA"), respectively. A copy of the Plan is attached hereto as Exhibit A. The Plan and the performance of its terms have been duly authorized by all action required by the applicable laws of Florida and Texas and the constituent documents of MigraTEC and One Up.

SECOND: The effective date of the merger shall be as specified in Section 1.2 of the Plan.

THIRD: The Plan was approved by the sole shareholder of One Up in accordance with the TBCA pursuant to the written consent of the sole shareholder of One Up on February 22, 2000. The number of outstanding shares of capital stock of One Up is 100,000. All of the outstanding shares are held by MigraTEC and were voted in approval of the Plan.

FOURTH: The Plan was not required to be approved by the shareholders of MigraTEC in accordance with Section 607.1104 of the 1989 Florida Business Corporation Act. The Plan was adopted by the Board of Directors of MigraTEC on February 22, 2000.

FIFTH: MigraTEC shall be the surviving entity in the merger and the Articles of Incorporation governing MigraTEC immediately prior to the filing of these Articles of Merger shall be the governing Articles of Incorporation of the surviving entity.

SIXTH: An executed Plan is on file at the principal office of the surviving entity at 401 W. Lantana Road, Suite 6, Lantana, Florida 33462.

SEVENTH: A copy of the Plan will be furnished by the surviving entity upon written request and without cost to the sole shareholder of One Up.

EIGHTH: MigraTEC shall be responsible for the payment of all fees and franchise taxes of One Up and shall be obligated to pay such fees and franchise taxes if the same are not timely paid.

**[The remainder of this page has intentionally been left blank.]**

IN WITNESS WHEREOF, the undersigned authorized officers of MigraTEC and One Up have executed these Articles of Merger on behalf of MigraTEC and One Up, respectively, this 28 day of February, 2000.

**MIGRATEC, INC.,**  
a Florida corporation

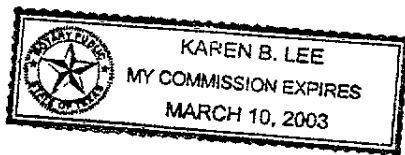
By: [Signature]  
Name: CURTIS OVERSTREET  
Title: PRESIDENT

Attest:  
By: [Signature]  
Name: MARK C. MYERS  
Title: SECRETARY

SUBSCRIBED AND SWORN TO before me this 28 day of February, 2000.

[Signature]  
Notary Public

My Commission Expires:

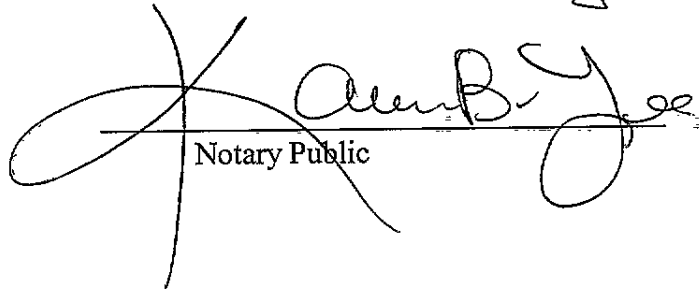


**ONE UP CORPORATION**  
a Texas corporation

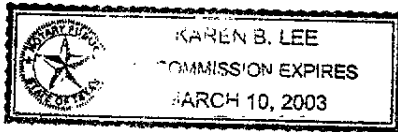
By: [Signature]  
Name: CURTIS OVERSTREET  
Title: DIRECTOR

Attest:  
By: [Signature]  
Name: MARK C. MYERS  
Title: SECRETARY

SUBSCRIBED AND SWORN TO before me this 28 day of February 2000.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Merger Agreement") dated as of February 22, 2000 is entered into by and between MigraTEC, Inc., a Florida corporation ("MigraTEC") with a principal office at 401 W. Lantana Road, Suite 6, Lantana, Florida 33462, and One Up Corporation, a Texas corporation and wholly owned subsidiary of MigraTEC ("One Up") with a principal address of 12801 Stemmons Freeway, Suite 710, Dallas, Texas 75234.

### RECITALS:

WHEREAS, MigraTEC is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, One Up is a corporation organized and existing under the laws of the State of Texas and is a wholly owned subsidiary of MigraTEC;

WHEREAS, MigraTEC desires that One Up merge with and into MigraTEC and that MigraTEC shall continue as the surviving corporation in such merger upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida and the laws of the State of Texas (the "Merger").

NOW THEREFORE, in consideration for the premises and mutual agreements, provisions and covenants contained herein, and subject to the terms and conditions hereof, the parties hereto do hereby agree as follows:

### AGREEMENT

#### ARTICLE I

Section 1.1. Merger of One Up into MigraTEC. At the Effective Time of the Merger (as defined in Section 1.2 hereof), One Up shall merge with and into MigraTEC in accordance with the Florida 1989 Business Corporation Act (the "FBCA") and the Texas Business Corporation Act (the "TBCA"). The separate existence of One Up shall thereupon cease and MigraTEC shall be the surviving corporation (the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Florida under the name of MigraTEC.

Section 1.2. Effective Time of the Merger. The Merger shall become effective as of the date and time (the "Effective Time") the following actions are completed: (a) appropriate Articles of Merger are filed with the Department of State of the State of Florida in accordance with the FBCA, and (b) appropriate Articles of Merger are filed with the Secretary of State of the State of Texas in accordance with the TBCA and a Certificate of Merger is issued by the Secretary of State of the State of Texas.

Section 1.3. Effects of the Merger. At the Effective Time, the Merger shall have the effects specified in the FBCA, the TBCA and this Merger Agreement.

Section 1.4. Bylaws. At the Effective Time, the Bylaws of MigraTEC as in effect immediately prior to the Effective Time shall become the Bylaws of the Surviving Corporation until duly amended in accordance with their terms and as provided by the FBCA.

## ARTICLE II

### Articles of Incorporation of the Surviving Corporation

At the Effective Time, the Articles of Incorporation of MigraTEC shall be the Articles of Incorporation of the Surviving Corporation.

## ARTICLE III

### Treatment of Stock

At the Effective Time, each of the following shall be deemed to occur simultaneously:

(a) Each share of MigraTEC Common Stock issued and outstanding, or held in treasury, immediately prior to the Effective Time shall remain issued and outstanding.

(b) Each share of One Up Common Stock issued and outstanding immediately prior to the Effective Time shall be canceled without any consideration being issued or paid therefor.

## ARTICLE IV

### Miscellaneous

Section 4.1. Amendment. This Merger Agreement may be amended, modified, or supplemented in whole or in part, at any time prior to the Effective Time with the mutual consent of the Boards of Directors of the parties hereto.

Section 4.2. Termination. This Merger Agreement may be terminated or abandoned by the parties hereto at any time prior to the filing of the Articles of Merger notwithstanding approval of this Merger Agreement by the Board of Directors of either or both of MigraTEC or One Up.

Section 4.3. Necessary Actions, etc. If at any date after the Effective Time, the Surviving Corporation shall consider that any assignments, transfer, deeds, or other assurances in law are necessary or desirable to vest, perfect, or confirm of record, or otherwise, in the Surviving Corporation, title to any property or rights of One Up, the officers and directors of One Up that were officers and directors at the Effective Time shall execute and deliver such documents and do all things necessary and proper to vest, perfect, or confirm title to such property or rights in the Surviving Corporation, and the officers and directors of the Surviving Corporation are fully authorized in the name of One Up or otherwise to take any and all such action.



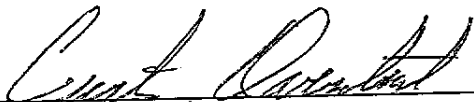
Section 4.4. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be considered to be an original instrument.

Section 4.5. Descriptive Headings. The descriptive headings are for convenience of reference only and shall not control or affect the meaning or construction of any provision of this Merger Agreement.

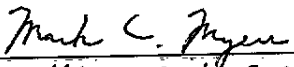
Section 4.6 Governing Law. This Merger Agreement shall be construed in accordance with the laws of the State of Florida, except to the extent the laws of the State of Texas shall mandatorily apply to the Merger.

IN WITNESS WHEREOF, the undersigned officers of each of the parties to this Merger Agreement pursuant to authority duly given by their respective Boards of Directors, have caused this Merger Agreement to be duly executed.


MIGRATEC, INC.,  
a Florida Corporation

By:   
Name: CURTIS DIERKSEN  
Title: PRESIDENT

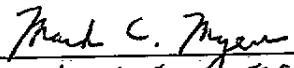
Attest:

  
Name: MARK C. MYERS  
Title: SECRETARY

**ONE UP CORPORATION,**  
a Texas Corporation

By:   
Name: CURTIS DRENTH  
Title: DIRECTOR

Attest:

  
Name: MARK C. MYERS  
Title: SECRETARY

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