

L87340

VIA FEDERAL EXPRESS

January 5, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**SUBJECT: Articles of Merger between INTERAXX TELEVISION NETWORK, INC.
AND C-TECH CAPITAL CORP.**

Enclosed please find an original and one (1) copy of the articles of merger for the two corporations and check in the amount of \$122.50. Please forward a certified copy to the address below.

FROM: James C. Deegan
11711 NW 39th Street
Coral Springs, Florida 33065
(954) 255-7004

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JAN -6 AM 10:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002390512--6
-01/06/98--01022--003
****122.50 ****122.50

VS JAN 13 1998

Merger

L87340

ARTICLES OF MERGER
Merger Sheet

MERGING:

C-TECH CAPITAL CORP., a Florida corporation, P97000089491

INTO

INTERAXX TELEVISION NETWORK, INC., a Florida corporation, L87340

File date: January 6, 1998

Corporate Specialist: Velma Shepard

ARTICLES AND PLAN OF MERGER
of
C-TECH CAPITAL CORP.
a Florida Corporation
into
INTERAXX TELEVISION NETWORK, INC.
a Florida Corporation

FILED
98 JAN -6 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. Merger. C-Tech Capital Corp., a Florida corporation ("C-Tech") and wholly owned subsidiary of Interaxx Technologies, Inc., a Delaware corporation ("Interaxx-Public"), shall be merged with and into Interaxx Television Network, Inc., a Florida corporation ("Interaxx-Private") and Interaxx-Private shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

2. Succession. On the Effective Date, Interaxx shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of C-Tech, except insofar as it may be continued by operation of law, shall be terminated and cease.

3. Transfer of Assets and Liabilities. On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as a private nature, of each C-Tech and Interaxx-Private (the "Constituent Corporations") shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

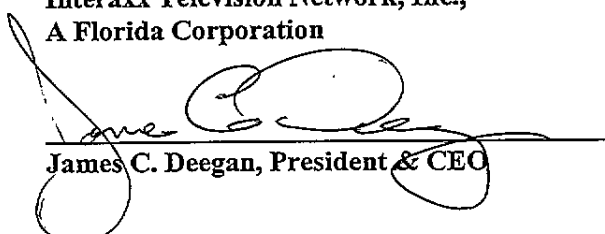
4. Share Exchange. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each outstanding share of the Common Stock, par value \$.0001 per share, of Interaxx-Private (a "Common Share") (other than Common Shares as to which appraisal rights have been properly exercised under the Florida Business Corporations Act (the "FBCA")) will be converted into the right to receive one (1) share of the Common Stock of Interaxx-Public, (ii) each Common Share held by Interaxx-Private and each outstanding share of the common stock of C-Tech will be canceled, and no payment will be made with respect thereto and (iii) each outstanding share of the Preferred Stock, no par value, of Interaxx-Private (a "Preferred Share") will be converted into the right to receive one and one-half (1.5) shares of the Common Stock of Interaxx-Public. Fractional shares created in this exchange shall be rounded up to the next whole number of shares. The rights to receive shares of the Common Stock of Interaxx-Public is the "Merger Consideration."

SECOND: The Effective Date of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

THIRD: The Agreement and Plan of Merger was adopted by the directors and shareholders of C-Tech on October 31, 1997, the Directors Interaxx Public on October 31, 1997, and by the directors of Interaxx-Private on October 31, 1997, and adopted by written consent of the shareholders of Interaxx-Private on 1/2/98.

Signed this 5th day of JANUARY, 1998.

Interaxx Television Network, Inc.,
A Florida Corporation


James C. Deegan, President & CEO

C-Tech Capital Corporation
A Florida Corporation


David Freedman, President