

P97000024727

File 1st



ACCOUNT NO. : 072100000032

REFERENCE : 532510 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : December 29, 1999

ORDER TIME : 10:53 AM

ORDER NO. : 532510-005

300003083339--7

CUSTOMER NO: 4303929

CUSTOMER: Kenneth Gersh, Esq
Greenberg Traurig, P.a.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

ARTICLES OF MERGER

D.R. COMPONENTS, INC.

INTO

NETCOMPONENTS, INC.

RECEIVED
99 DEC 29 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

merge

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 29 PM 3:40

FILED

S. PAYNE DEC 30 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

D.R. COMPONENTS, INC., a FL corp., P9700011097

INTO

NETCOMPONENTS, INC., a Florida entity, P97000024727

File date: December 29, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

FILED

99 DEC 29 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
D.R. COMPONENTS, INC.,
A FLORIDA CORPORATION
INTO
NETCOMPONENTS, INC.,
A FLORIDA CORPORATION**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is **netCOMPONENTS, Inc.**, a Florida corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is **D.R. Components, Inc.**, a Florida corporation (the "Merged Corporation").

THIRD: The Plan of Merger is attached hereto as Exhibit A.

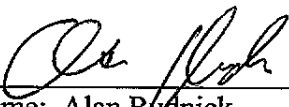
FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors and the shareholders of the Surviving Corporation by unanimous written consent in accordance with the provisions of section 607.1103, F.S. on December 28, 1999.

SIXTH: The Plan of Merger was adopted by the board of directors and the sole shareholder of the Merged Corporation by unanimous written consent in accordance with the provisions of section 607.1103, F.S. on December 28, 1999.

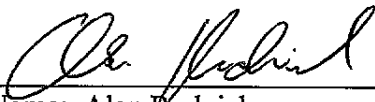
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 29th day of December, 1999.

D.R. COMPONENTS, INC.



Name: Alan Rudnick
Title: President

NETCOMPONENTS, INC.



Name: Alan Rudnick
Title: President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated December 28, 1999 (the "Agreement"), is entered into between D.R. Components, Inc., a Florida corporation ("DRC"), and netCOMPONENTS, Inc., a Florida corporation ("NCI").

A. DRC is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of 1,000 shares of common stock, \$1.00 par value per share (the "DRC Common Stock"), of which 1,000 shares are issued and outstanding as of the date of this Agreement (the "DRC Shares"); and

B. NCI is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of 1,000 shares of common stock, with a par value of \$1.00 per share (the "NCI Common Stock"), of which 1,000 shares are issued and outstanding as of the date of this Plan (the "NCI Shares"); and

C. The respective Boards of Directors of NCI and DRC believe that the best interests of NCI and DRC and their respective shareholders will be served by the merger of DRC with and into NCI under and pursuant to the provisions of this Agreement and the Florida Business Corporation Act.

Agreement

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. **MERGER.** DRC shall be merged with and into NCI (the "Merger").
2. **EFFECTIVE DATE.** The Merger shall become effective immediately upon the filing of this Agreement or articles of merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act. The time of such effectiveness is hereinafter called the "Effective Date."
3. **SURVIVING CORPORATION.** NCI shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of DRC shall cease.
4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of NCI as it exists on the Effective Date shall be the Articles of Incorporation of NCI following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida; provided, however, that Article IV of the Articles of Incorporation of NCI is hereby amended and restated in its entirety, as of the Effective Date, to read as follows:

ARTICLE IV

The Corporation shall have the authority to issue 1,200 shares of common stock, \$1.00 par value per share.

5. **BYLAWS.** The Bylaws of NCI as they exist on the Effective Date shall be the Bylaws of NCI following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.

6. **BOARD OF DIRECTORS AND OFFICERS.** The members of the Board of Directors and the officers of NCI immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of NCI following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

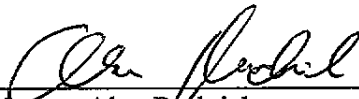
7. **RETIREMENT OF OUTSTANDING DRC STOCK.** Upon the Effective Date, each of the 1,000 shares of DRC Common Stock presently issued and outstanding shall be retired, and no shares of DRC Common Stock or other securities of DRC shall be issued in respect thereof. In addition, any and all rights, by option, warrant or otherwise, to acquire shares of DRC Common Stock shall terminate on the Effective Date with no further rights or benefits whatsoever.

8. **RIGHTS AND LIABILITIES OF NCI.** At and after the Effective Date, and all in the manner of and as more fully set forth in Section 607.1106 of the Florida Business Corporation Act, the title to all real estate and other property, or any interest therein, owned by each of DRC and NCI shall be vested in NCI without reversion or impairment; NCI shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of each of DRC and NCI without reversion or impairment; NCI shall thenceforth be responsible and liable for all the liabilities and obligations of each of DRC and NCI; any claim existing or action or proceeding pending by or against DRC or NCI may be continued as if the Merger did not occur or NCI may be substituted for DRC in the proceeding; neither the rights of creditors nor any liens upon the property of DRC or NCI shall be impaired by the Merger, and NCI shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

9. **GOVERNING LAW.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

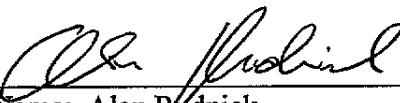
IN WITNESS WHEREOF, each of the parties hereto, as of the date first written above, pursuant to authority duly granted by their respective Board of Directors, has caused this Plan and Agreement of Merger to be executed.

D.R. COMPONENTS, INC.



Name: Alan Rudnick
Title: President

NETCOMPONENTS, INC.



Name: Alan Rudnick
Title: President