

P99000098204



ACCOUNT NO. : 072100000032
REFERENCE : 000068 4344659
AUTHORIZATION : Patricia Pijute
COST LIMIT : \$ 78.75

FILED
01 FEB 12 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 12, 2001
ORDER TIME : 10:0 AM
ORDER NO. : 000068-005
CUSTOMER NO: 4344659

CUSTOMER: Ms. Terri Lahner
Greenberg Traurig, P.a.
Suite 300 East
777 South Flagler Drive
West Palm Beach, FL 33401

100003674111--3

ARTICLES OF MERGER

ACCESS RELOCATION SERVICES,
INC.

INTO

ACCESS TECHNOLOGY SERVICES,
INC.

****FILE 1ST****

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS: _____

RECEIVED
01 FEB 12 AM 10:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COULLETTE MAR 12 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACCESS TECHNOLOGY SERVICES, INC., a Florida corporation,
P99000063662

INTO

ACCESS SERVICES GROUP, INC., a Florida entity, P99000098204

File date: February 12, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75



RESUBMIT

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

Please give original
submission date as file date.

February 12, 2001

CSC
ATTN: JEANINE
TALLAHASSEE, FL

SUBJECT: ACCESS TECHNOLOGY SERVICES, INC.
Ref. Number: P99000063662

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 12 AM 10:02
NOT INTENDED
TO ACHIEVE
SUFFICIENCY OF FILING

We have received your document for ACCESS TECHNOLOGY SERVICES, and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

It is unclear which corporations are merging in your document. You have two corporations showing in the plan but your articles are saying three different corporations. You need to have all of these names showing correctly in your document and if you are only merging one corporation into another, please show the same corporations in the plan and the articles. If you are merging two corporations into one, please specify that in your plan and articles and send more money for the filing.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 701A00008641

*3/12/2001
corrected documents attached, please
process*

*Thank you
Cindy*

ARTICLES OF MERGER

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporations named below do hereby submit the following Articles of Merger:

First: Annexed hereto and made a part hereof is a Plan of Merger for merging Access Technology Services, Inc., a Florida corporation, into Access Services Group, Inc., a Florida corporation, as approved by the Board of Directors and shareholders of the parent corporation on September 12, 2000.

Second: The Plan of Merger attached hereto was adopted in accordance with the provisions of the Florida Business Corporation Act on September 12, 2000.

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

Executed this 12th day of September, 2000.

Access Technology Services, Inc.

By: Access Services Group, Inc., sole shareholder of Access Technology Services, Inc.

By: 
Richard Huff, President

Access Services Group, Inc.

By: 
Richard Huff, President

FILED
01 FEB 12 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This plan of merger, (the "Plan") is submitted in compliance with section 607.1104, F.S. and was approved and adopted by each party to the merger in accordance with section 607.1103, F.S. This Plan is dated as of the 12th day of September, 2000, between Access Technology Services, Inc., a Florida corporation ("ATS") and Access Services Group, Inc., a Florida corporation ("ASG" or the "Surviving Corporation") which is the owner of all of the outstanding shares of ATS.

Whereas, the parties desire that ATS merge with and into ASG (the "Merger") effective as of September 12, 2000 (the "Effective Date") in a manner such that ASG will carry on and succeed to all of the businesses, assets, rights and entitlements of ATS from and after the Effective Date ; and

Now, Therefore, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that ATS shall be merged into ASG upon the terms and conditions set forth herein.

1. **Terms and Conditions of the Merger.** ATS a wholly-owned subsidiary of ASG, (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into ASG, which shall continue to exist pursuant to the laws of the State of Florida as the surviving corporation (the "Surviving Corporation.") Upon the Effective Date of the Merger, the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

2. **Registered Agent and Office.** The registered agent and office of the Surviving Corporation in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

3. **Capital Stock.** The issued shares of ATS shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the Merger, all of which are owned by and assets of ASG, shall be surrendered and extinguished. The Merger shall have no effect with regard to the shares of ASG capital stock. Options to purchase shares of capital stock shall be converted so that any optionholder may purchase a like number of shares of the surviving corporation.

4. **Articles of Incorporation.** The Articles of Incorporation of ASG as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of ASG as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** Upon the Effective Date, the officers and directors of the Surviving Corporation shall be the officers and directors of ASG in office at such date, and such persons shall hold office in accordance with the Bylaws until their respective successors have been appointed or elected.

7. **Approval By Shareholders; Conduct of Business Prior to Effective Date.** Shareholder approval for the Merger was obtained by written consent of all shareholders of ASG. ASG is the sole shareholder of ATS. Therefore, there are no dissenting shareholders as contemplated under sections 607.1104(1)(b) and 607.1320 of the BCA, and every shareholder has been provided a copy of this Plan of Merger. The Board of Directors and the proper officers of ASG are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.


8. **Amendment of Plan of Merger.** The Boards of Directors of ATS and ASG are authorized to amend this Plan at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

9. **Termination of Merger.** This Plan may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Plan, by the consent of the Board of Directors of the respective corporation.

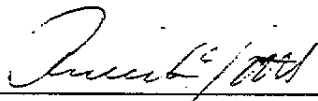
In Witness Whereof, ATS and ASG have caused this Plan of Merger to be executed by their duly authorized officers, respectively, and their respective seals to be affixed hereto as of the day and year first above written.

Access Technology Services, Inc.

By: Access Services Group, Inc., sole shareholder of
Access Technology Services, Inc.

By: 
Richard Huff, President

Access Services Group, Inc.

By: 
Richard Huff, President

#311185

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida submits the following statement in designating the registered agent, in the State of Florida.

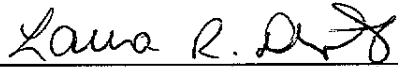
Name of the Corporation:

ACCESS SERVICES GROUP, INC.

Name and address of the registered agent and office is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this acceptance, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(signature)

**Laura R. Dunlap
as its agent**

(printed name and title)