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J46369

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CORPORATION(S) NAME

Merger

*Technology Services Corporation merged into:
Modis, Inc.*

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

TECHNOLOGY SERVICES CORPORATION, an Iowa corporation not
authorized to transact business in Florida

INTO

MODIS, INC., a Florida corporation, J46369.

File date: January 21, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
TECHNOLOGY SERVICES CORPORATION
INTO
MODIS, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Modis, Inc. ("Modis") is a corporation organized under the laws of the State of Florida owning 100 percent of the issued and outstanding shares of Technology Services Corporation ("TSC"), a corporation organized under the laws of the State of Iowa.

SECOND: The plan of merger attached hereto and incorporated herein as Exhibit A was adopted by the board of directors of Modis as of the 15th day of December, 1997.

THIRD: Shareholder approval of the merger was not required.

FOURTH: The merger shall be effective as of the close of business on the date of filing.

Signed as of the 15th day of January, 1998.

MODIS, INC.

By: Marc M. Mayo
Marc M. Mayo, Secretary/Treasurer

TECHNOLOGY SERVICES CORPORATION

By: Marc M. Mayo
Marc M. Mayo, Assistant Secretary

EXHIBIT A

**PLAN OF
MERGER**

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: TECHNOLOGY SERVICES CORPORATION, a corporation organized under the laws of the State of Iowa (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporation.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporation is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective as of the close of business on the day of filing.