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J46369

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600002453926--8
-03/11/98--01061--022
*****70.00 *****70.00

Solution 1, Inc. *merger*
into:
modis, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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MAR 11 1998

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DIVISION OF CORPORATION
Thanks, Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SOLUTION1, INC., a New York corporation not authorized to transact business
in Florida

,

INTO

MODIS, INC., a Florida corporation, J46369.

File date: March 11, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
SOLUTION1, INC.
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 Solution1, Inc., a corporation organized under the laws of the State of New York.

SECOND: The Plan of Merger attached hereto and incorporated herein as Exhibit A was adopted by the Board of Directors of *modis* on March 2, 1998.

THIRD: Shareholder approval of the merger was not required.

Signed as of the 2nd day of March, 1998.

modis, INC.

By: 
Timothy D. Payne, President

By: 
Marc M. Mayo, Secretary/Treasurer

EXHIBIT A

PLAN OF
MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: SOLUTION1, INC., a corporation organized under the laws of the State of New York (the "Merging Corporation"); and *modis*, INC. f/k/a "Computer Professionals, Inc.," a corporation organized under the laws of the State of Florida ("*modis*").

(b) The designation and number of outstanding shares of each class of stock of the Merging Corporation and the number of such shares owned by *modis* are as follows:

<u>Shares Outstanding</u>	<u>Designation</u>	<u>Shares owned by <i>modis</i></u>
10,000	Common	10,000

(c) 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.

(d) 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 are 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.