

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIMENSIONAL PARKING TECHNOLOGIES CORPORATION, a Florida
corporation, S83608

into

AUTOSPACE CORPORATION doing business in Florida as **AUTOSPACE
SYSTEMS CORPORATION**, a Delaware entity F01000002317

File date: May 1, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
DIMENSIONAL PARKING TECHNOLOGIES CORPORATION
AND
AUTOSPACE CORPORATION

FILED
01 MAY -1 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Dimensional Parking Technologies Corporation with and into Autospace Corporation as approved by the Boards of Directors of Autospace Corporation and of Dimensional Parking Technologies Corporation on March 15, 2001.

2. The merger of Dimensional Parking Technologies Corporation with and into Autospace Corporation is permitted by the laws of the jurisdiction of organization of Autospace Corporation and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Boards of Directors of Autospace Corporation and of Dimensional Parking Technologies Corporation was March 15, 2001.

3. Shareholder approval was not required for the merger.

Executed on ~~February~~ ^{March 15}, 2001

DIMENSIONAL PARKING TECHNOLOGIES
CORPORATION

By: Ladd M. Levis-Thorne
Ladd M. Levis-Thorne, President

AUTOSPACE CORPORATION

By: Ladd M. Levis-Thorne
Ladd M. Levis-Thorne, President

PLAN OF MERGER
OF
DIMENSIONAL PARKING TECHNOLOGIES CORPORATION

(a Florida corporation)

into

AUTOSPACE CORPORATION

(a Delaware corporation)

PLAN OF MERGER made this 15th day of March, 2001, by and between Autospace Corporation, a Delaware corporation (hereinafter "Survivor"), and Dimensional Parking Technologies Corporation, a Florida corporation (hereinafter "Subsidiary"), and each having a usual place of business in Boston, Massachusetts.

WHEREAS, each of the parties hereto deem it to be in its best interest that the parties merge into a single corporation with Survivor as the surviving corporation;

NOW, THEREFORE, in consideration of the mutual covenants and provisions herein contained, the parties hereto hereby agree as follows:

1. Subsidiary shall and does hereby merge into Survivor under the provisions of Chapter 1, Subchapter IX, Section 253 of the General Corporation Law of the State of Delaware, and of Section 607.1104 of the Florida 1989 Business Corporation Act. Survivor shall be the surviving corporation.

2. The manner of converting the outstanding shares of stock of each of the constituent corporations shall be as follows: (a) each of the shares of common stock

without par value of Survivor presently issued and outstanding shall remain outstanding; (b) the common stock of Subsidiary shall not be converted in any way into shares of Survivor.

IN WITNESS WHEREOF, Survivor and Subsidiary have each caused this Plan of Merger to be signed with its name on the day and year first written above.

DIMENSIONAL PARKING TECHNOLOGIES
CORPORATION

By: Ladd M. Levis-Thorne
Ladd M. Levis-Thorne, President

AUTOSPACE CORPORATION

By: Ladd M. Levis-Thorne
Ladd M. Levis-Thorne, President