

FO1000003244

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

EFFECTIVE DATE
6/30/01

600004449876--8
-06/28/01--01033--028
*****8.75 *****8.75
600004449876--8
-06/28/01--01033--027
****245.00 ****245.00

Corporation(s) Name

(1) Premio Computer, Inc. (2) Premio Computer (Colorado),
Inc. (3) Premio Computer (Florida), Inc. (4) Premio (Georgia),
Inc. (5) Premio Computer (New Jersey), Inc. (6) Premio
Computer (Texas), Inc. merging into: Premio Computer
(Illinois), Inc.

☐ Profit
☐ Nonprofit

☐ Amendment

☒ Merger

E Platine
June 30, 2001

☐ Foreign
☐ LLC

☐ Dissolution

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report

☐ Other

☐ Reservation

☐ Ch. RA

☐ Fictitious Name

☐ UCC

☒ Certified Copy

☐ Photocopies

☐ CUS

☒ Walk in

☒ Pick-up

☐ Will Wait

01 JUN 28 PM 4:59
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TALLAHASSEE, FLORIDA
STATE DEPT OF STATE

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W.P. Verifier:

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To:

Melanie Strickland

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Thank You!

2001 JUN 28 AM 11:02

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

RECEIVED

X00189 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

PREMIO COMPUTER (TEXAS), INC., a Texas corp not authorized to
transact business in Florida

PREMIO COMPUTER, INC., a California corp. F01000002055

PREMIO COMPUTER (COLORADO), INC. a Colorado corp. not authorized to
transact business in Florida

PREMIO COMPUTER (FLORIDA), INC., a Florida corp. S48188

PREMIO COMPUTER (GEORGIA), INC., a Georgia corp. not authorized to
transact business in Fla

PREMIO COMPUTER (NEW JERSEY), INC., a New Jersey corp. not authorized
to transact business in Florida

INTO

PREMIO COMPUTER (ILLINOIS), INC., an Illinois entity, F01000003244

File date: June 28, 2001, effective June 30, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 28, 2001

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: PREMIO COMPUTER (ILLINOIS), INC.
Ref. Number: F01000003244

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 29 PM 4:31
NOT FILED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

We have received your document for PREMIO COMPUTER (ILLINOIS), and your check(s) totaling \$253.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include a certificate from Illinois evidencing the name change for the surviving corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

To: Annette Ramsey
Corporate Specialist

Letter Number: 101A00039108

took this
part out.
ms.

From: Melanie
Please have date
this filing to: 6-28-01
with Effective date
6-30-01
9 C.C.

6-29-01
4:00

EFFECTIVE DATE
6/30/01

FILED
01 JUN 28 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>
Premio Computer (Illinois), Inc.	Illinois

Second: The name and jurisdiction and each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Premio Computer , Inc.	California .
Premio Computer (Colorado), Inc.	Colorado
Premio Computer (Florida), Inc.	Florida .
Premio Computer (Georgia), Inc.	Georgia
Premio Computer (New Jersey), Inc.	New Jersey
Premio Computer (Texas), Inc.	Texas ,

Third: The Plan of Merger is attached as Exhibit A.

Fourth: The merger shall become effective on June 30, 2001.


Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on June 18, 2001.

Sixth: Adoption of Merger by merging corporations. The Plan of Merger was adopted by the shareholders of the merging corporations on June 18, 2001.

Seventh: SIGNATURES FOR EACH CORPORATION


Surviving Corporation:

PREMIO COMPUTER (ILLINOIS), INC.,
a California corporation

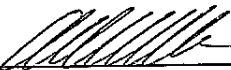
By: 
Ai-Lan Wu, President

Merging Corporations:


PREMIO COMPUTER, INC.,
a California corporation

By: 
Ai-Lan Wu, President


PREMIO COMPUTER (COLORADO),
INC., a Colorado corporation

By: 
Ai-Lan Wu, President

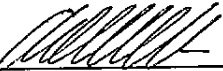
PREMIO COMPUTER (FLORIDA), INC.,
a Florida corporation

By: 
Ai-Lan Wu, President

PREMIO COMPUTER (GEORGIA),
INC., a Georgia corporation

By: 
Ai-Lan Wu, President

PREMIO COMPUTER (NEW JERSEY),
INC., a New Jersey corporation

By: 
Ai-Lan Wu, President

PREMIO COMPUTER (TEXAS), INC.,
a Texas corporation

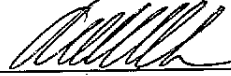
By: 
Ai-Lan Wu, President

EXHIBIT A
PLAN OF MERGER

See Agreement and Plan of Reorganization attached hereto.

AGREEMENT AND PLAN OF REORGANIZATION

THIS AGREEMENT AND PLAN OF REORGANIZATION ("Agreement") is entered into as of this 18 day of June 2001 by and among Premio Computer (Illinois), Inc., an Illinois corporation (the "Surviving Corporation"), and Premio Computer, Inc. a California corporation; Premio Computer (Florida), Inc., a Florida corporation; Premio Computer (Texas), Inc., a Texas corporation; Premio Computer (New Jersey), Inc., a New Jersey corporation; Premio Computer (Georgia), Inc., a Georgia corporation; and Premio Computer (Colorado), Inc., a Colorado corporation (being sometimes referred to individually as a "Disappearing Corporation" and collectively as the "Disappearing Corporations"), with reference to the following:

A. The Boards of Directors of the Surviving Corporation and each of the Disappearing Corporations have determined that it is advisable and to the advantage of such corporations that each of the Disappearing Corporations be merged with and into the Surviving Corporation on the terms and conditions set forth herein.

B. The parties intend that this Agreement shall constitute, and the Boards of Directors of the Surviving Corporation and each of the Disappearing Corporations have approved this Agreement and adopted it as, a plan of reorganization within the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the parties agree as follows:

1. The Merger. Each of the Disappearing Corporations shall, pursuant to the laws of the jurisdiction of its organization and the laws of the State of Illinois, be merged with and into the Surviving Corporation (the "Merger"), which shall be the surviving corporation upon the effective date of the Merger. The Surviving Corporation shall continue to be governed by the laws of the State of Illinois, which is the jurisdiction of its organization. The separate existence of each Disappearing Corporation shall cease upon the effective date of the Merger in accordance with the laws of the jurisdiction of its organization.

2. Effective Date. The effective date of the Merger shall be June 30, 2001.

3. Bylaws. The Bylaws of the Surviving Corporation as in force and effect upon the effective date of the Merger shall be the Bylaws of the Surviving Corporation

and shall continue in full force and effect until changed, altered or amended as therein provided or in the manner prescribed by the laws of the State of Illinois.

4. Directors and Officers. The directors and officers of the Surviving Corporation upon the effective date of the Merger shall continue to be the directors and officers of the Surviving Corporation until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation or the laws of the State of Illinois.

5. Capitalization of Disappearing Corporations. The number of issued and outstanding shares of each Disappearing Corporation is set forth below.

<u>Name of Disappearing Corporation</u>	<u>Outstanding Shares</u>
Premio Computer, Inc.	11,482,895
Premio Computer (Colorado), Inc.	10,000
Premio Computer (Florida), Inc.	1,000
Premio Computer (Georgia), Inc.	1,600
Premio Computer (New Jersey)	2,500
Premio Computer (Texas), Inc.	1,000

6. Treatment of Shares. Each issued and outstanding share of each of the Disappearing Corporations shall, upon the effective date of the Merger, be converted into the number of shares of the Surviving Corporation as set forth below:

<u>Name of Disappearing Corporation</u>	<u>Number of Shares of Surviving Corporation</u>
Premio Computer, Inc.	.006258
Premio Computer (Colorado), Inc.	1.116280
Premio Computer (Florida), Inc.	20.465100
Premio Computer (Georgia), Inc.	12.403100
Premio Computer (New Jersey), Inc.	4.806200
Premio Computer (Texas), Inc.	18.139500

No fractional shares of the Surviving Corporation will be issued, and in lieu thereof cash equal to the value of a fractional share shall be paid based on \$129.00 for a full share. The issued and outstanding shares of the Surviving Corporation shall not be affected by the Merger in any manner, and each such share which is issued as of the effective date of the Merger shall continue to represent one issued and outstanding share of the Surviving Corporation.

7. Shareholder Approvals. This Agreement and the plan of merger contemplated hereby, as approved by the Board of Directors of the Surviving Corporation and each of the Disappearing Corporations, shall be submitted to the shareholders of the Disappearing Corporations for their approval in the manner prescribed by the laws of their respective states of organization and to the shareholders of the Surviving Corporation for their approval in the manner prescribed by the laws of the State of Illinois.

8. Filings. Once this Agreement shall have been approved by the shareholders of each Disappearing Corporation and by the shareholders of the Surviving Corporation in accordance with the laws of the State of Illinois, each Disappearing Corporation and the Surviving Corporation (i) will execute and file and/or record or cause to be executed and filed and/or recorded any agreements of merger, articles of merger, officers certificates and other documents prescribed by the laws of their respective states of organization, and (ii) will cause to be performed all necessary acts to consummate the Merger.

9. Succession. Upon consummation of the Merger, the separate existence of each of the Disappearing Corporations shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and properties of the Disappearing Corporations, and the Surviving Corporation shall be subject to all the debts and liabilities of the Disappearing Corporations in the same manner as if the Surviving Corporation had itself incurred them, all as more fully set forth in Section 11.50 of the Illinois Business Corporation Act of 1983.

10. Further Assurance. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of the Disappearing Corporations, or any one of them, such documents and instruments, and there shall be taken or caused to be taken by the Disappearing Corporations, or any one of them, such further and other actions as shall be appropriate or necessary in order to vest or confirm to the Surviving Corporation title to and possession of the rights, properties, assets and business of the Disappearing Corporations, or any one of them. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of the Disappearing Corporations, or any one of them, or otherwise to take all actions and to execute and deliver all documents and other instruments necessary to effectuate the purposes of this Agreement.

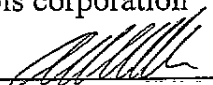
11. Abandonment of Merger. At any time before the filing and/or recording with respect to the Merger of any agreements of merger, articles of merger, officers certificates and other documents prescribed by the laws of the State of Illinois and the laws of the respective states of organization of the Disappearing Corporations, this Agreement may be terminated and the Merger may be abandoned by the Board of Directors of any one of the Surviving Corporation or the Disappearing Corporations or

each of them, notwithstanding approval of this Agreement by the shareholders of the Disappearing Corporations.

IN WITNESS WHEREOF, this Agreement has been executed and delivered by duly authorized representatives of each of the parties as of the day first above written.


Surviving Corporation:

PREMIO COMPUTER (ILLINOIS),
INC., an Illinois corporation


By: 
Ai-Lan Wu, President and Secretary

Disappearing Corporations:


PREMIO COMPUTER, INC.
a California corporation

By: 
Ai-Lan Wu, President and Secretary


PREMIO COMPUTER (FLORIDA), INC.,
a Florida corporation

By: 
Ai-Lan Wu, President and Secretary

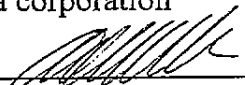
PREMIO COMPUTER (TEXAS), INC.,
a Texas corporation

By: 
Ai-Lan Wu, President and Secretary

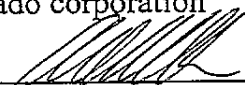
PREMIO COMPUTER (NEW JERSEY), INC.,
a New Jersey corporation

By: 
Ai-Lan Wu, President and Secretary

PREMIO COMPUTER (GEORGIA), INC.,
a Georgia corporation

By: 
Ai-Lan Wu, President and Secretary

PREMIO COMPUTER (COLORADO), INC.,
a Colorado corporation

By: 
Ai-Lan Wu, President and Secretary