

MAR-11-2005 17:02

CT CORPORATION

P.04

F01000006243

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-CT CORPORATION

Division of Corporations

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Florida Department of State
Division of Corporations
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* Susan Payne
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MERGER OR SHARE EXCHANGE

COLMENA CORP. OF DELAWARE

Certificate of Status	0
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Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger NIC

38

3/14/05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 2, 2005

COLMENNA CORP. OF DELAWARE
6499 NW 9TH AVENUE
SUITE 304
FORT LAUDERDALE, FL 33309

SUBJECT: COLMENNA CORP. OF DELAWARE
REF: F01000006243

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the corporation qualified in Florida and the document number are not matching. We have no corporation with the name Networth Technology, Inc., please recheck the name and make correction and resubmit.

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) 245-6903.

Cheryl Coulliette
Document Specialist

FAX Aud. #: H05000051582
Letter Number: 705A00014439

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NetWorth Technology, Inc.	Delaware	F01000006243

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NetWorth Government Systems, Inc.	Florida	P04000164708

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
February 17, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
February 17, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
 05 MAR -9 AM 11:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

NetWorth Technology, Inc.

John Glen

L. Joshua Elkov, President

NetWorth Government

Systems, Inc.

John E.

L. Joshua Elkov, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

NetWorth Technology, Inc.

Delaware

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

NetWorth Government Systems, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All outstanding shares of capital stock of NetWorth Government Systems, Inc., a direct, wholly-owned subsidiary of NetWorth Technology, Inc., a Delaware corporation and surviving corporation of the merger, shall be canceled.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S., would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

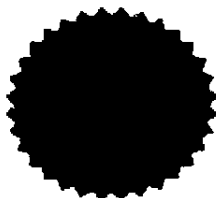
NetWorth Technology, Inc. (a Delaware corporation having the name in Delaware of NetWorth Technology, Inc.) is the surviving corporation of the merger with and into it of its direct, wholly-owned subsidiary, NetWorth Government Systems, Inc., a Florida corporation. The merger shall be effective upon filing Articles of Merger with the Department of State of the State of Florida. The terms of the merger are that all outstanding shares of capital stock of NetWorth Government Systems, Inc. shall be canceled and the corporate name of the surviving Delaware corporation shall be changed to NetWorth Technologies, Inc.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NETWORTH TECHNOLOGY, INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "NETWORTH TECHNOLOGIES, INC.", THE NINTH DAY OF MARCH, A.D. 2005, AT 12:12 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2521519 8320

AUTHENTICATION: 3732423

050200075

DATE: 03-09-05

J.M.P.D.

TOTAL P.09