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F97000002079

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
97 MAY -5 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PPI - Florida Acquisition Corp.

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☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☐ Limited Partnership
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CR2E031 (1-89)

F97000002079

ARTICLES OF MERGER
Merger Sheet

MERGING:

INFINITE HORIZONS, INC., a Florida corporation V22326

COMPUTER SAVVY, INC., a Florida corporation J19471

CORPORATE TRAINING SOLUTIONS, INC., a Florida corporation
P95000088946

INTO

PPI - FLORIDA ACQUISITION CORP., a Delaware corporation, F97000002079

File date: May 5, 1997

Corporate Specialist: Annette Hogan

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

97 MAY -5 PM 3:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the 1989
Business Corporation Act of the State of Florida (the "FBCA") hereby execute the following
Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of
the states or countries under the laws of which such corporations are organized are as
follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
PPI - Florida Acquisition Corp. ("Merger Sub")	Delaware
Infinite Horizons, Inc. ("IHI")	Florida
Computer Savvy, Inc. ("CSI")	Florida
Corporate Training Solutions, Inc. ("CTS")	Florida

SECOND: The plan of merger is attached hereto as Exhibit A.


THIRD: The plan of merger was adopted by the respective shareholders of
IHI, CSI and CTS as of the 30th day of April, 1997, and was adopted by the sole
shareholder of Merger Sub as of the 28th day of April, 1997.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer thereof this 2nd day of May, 1997.

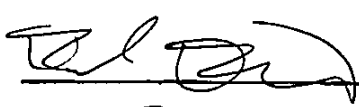
PPI - Florida Acquisition Corp.,
a Delaware corporation

By: 
Stanley E. Maron, Vice President and
Secretary

Infinite Horizons, Inc., a Florida corporation

By: 
Name: Paul Picocchi
Title: PRESIDENT

Computer Savvy, Inc., a Florida corporation

By: 
Name: Paul Picocchi
Title: PRESIDENT

Corporate Training Solutions, Inc.,
a Florida corporation


By: 
Name: Paul Picocchi
Title: PRESIDENT

EXHIBIT A

FLORIDA PLAN OF MERGER

A. Names of Constituent Corporations

Disappearing Corporations (collectively, the "Companies"):

Infinite Horizons, Inc., a Florida corporation

Computer Savvy, Inc., a Florida corporation

Corporate Training Solutions, Inc., a Florida corporation

Surviving Corporation ("Merger Sub"):

PPI - Florida Acquisition Corp., a Delaware corporation

B. Terms and Conditions of Merger

The Merger. In accordance with Section 607.1107 of the 1989 Business Corporation Act of the State of Florida (the "FBCA"), Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), the provisions of this Plan of Merger, and the terms and conditions of an Agreement and Plan of Merger dated May 2, 1997 (the "Merger Agreement") by and among each of the Companies, Merger Sub, ET Holdings, Inc., a Delaware corporation and the owner of all of the outstanding capital stock of Merger Sub ("Buyer"), and the shareholders of each of the Companies (the "Company Shareholders"), at the Effective Time (as defined below), each of the Companies will be merged with and into Merger Sub (the "Merger"), and the separate existence of each of the Companies will cease and Merger Sub will continue as the surviving corporation (the "Surviving Corporation"). The Merger shall become effective upon the filing of Articles of Merger with the Department of State of the State of Florida (the "Effective Time").

Effect of the Merger. At the Effective Time, the separate existence of each of the Companies will cease, and Merger Sub shall succeed to all the rights and property, and be subject to all the debts and liabilities of each of the Companies, all without further act or deed and with the effects set forth in Section 607.1106 of the FBCA and Section 252 of the DGCL.

C. Manner and Basis of Converting Shares

At the Effective Time, each share of common stock, par value \$1.00 per share, of each of the Companies held by a Company Shareholder shall be cancelled and extinguished and be converted into and become a right to receive, subject to the terms of the Merger Agreement, (i) a number of shares of common stock, par value \$0.0001 per share, of

Buyer (the "Buyer Common Stock") equal to 218.6640, and (ii) cash in an amount equal to \$1093.3170, and (iii) cash and shares of Buyer Common Stock, if any, in amounts based upon the future operations of the Surviving Corporation.

Each share of capital stock of each of the Companies issued and outstanding immediately prior to the Effective Time and owned or held in treasury by each of the Companies shall be cancelled and extinguished, and no payment shall be made with respect thereto.