

G02135



ACCOUNT NO. : 072100000032

REFERENCE : 927036 4305845

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : August 13, 1998

ORDER TIME : 10:21 AM

ORDER NO. : 927036-010

CUSTOMER NO: 4305845

300002616353--2

CUSTOMER: Adam Klein, Esq
Willkie, Farr & Gallagher
787 Seventh Avenue

New York, NY 10019-6099

ARTICLES OF MERGER

EXECUSOFT, INC.

INTO

EXECUSOFT HOLDING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

See 8/

RECEIVED
FILED
98 AUG 14 AM 11:35
98 AUG 20 PM 12:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

EXECUSOFT, INC., a Florida corporation, G02135

INTO

EXECUSOFT HOLDING, INC., a Delaware corporation not qualified in Florida.

File date: August 20, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
EXECUSOFT HOLDING, INC.
(A Delaware Corporation)
AND
EXECUSOFT, INC.
(A Florida Corporation)

FILED
98 AUG 20 PM 12:16
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 business corporation and the foreign domestic corporation herein named do hereby submit the following articles of merger.

1. The Agreement and Plan of Merger annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Execusoft, Inc., a domestic corporation, with and into Execusoft Holding, Inc., a Delaware corporation.

2. The sole shareholder of Execusoft, Inc. approved and adopted the Agreement and Plan of Merger by written consent given by him on August 13, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Execusoft, Inc. with and into Execusoft Holding, Inc. is permitted by the laws of the jurisdiction of organization of Execusoft Holding, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the sole shareholder of Execusoft Holding, Inc. was August 13, 1998.

FROM WILLKIE FARR 37 FAX DEPT

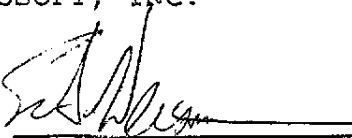
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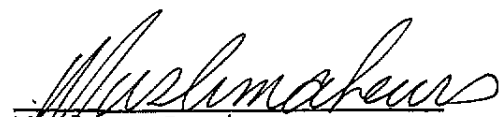
Executed on August 13, 1998

EXECUSOFT, INC.

By:

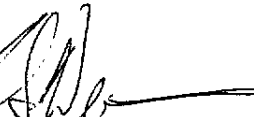

Eric Weisman
President

By:



Muslima Lewis
Secretary

EXECUSOFT HOLDING, INC.

By:


Eric Weisman
President

By:


Muslima Lewis
Secretary

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 13 day of August, 1998 pursuant to Section 251 of the General Corporation Law of Delaware and the provisions of the Florida Business Corporation Act, between Execusoft Holding, Inc., a Delaware corporation (the "Surviving Corporation") and Execusoft, Inc., a Florida corporation (the "Merging Corporation"). The Surviving Corporation and the Merging Corporation are sometimes hereinafter referred to individually as a "Constituent Corporation" and collectively as the "Constituent Corporations".

W I T N E S S E T H :

WHEREAS, the Constituent Corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have determined that it is advisable and in the best interests of each such corporation to merge with and into the Surviving Corporation upon the terms and subject to the conditions herein provided; and

WHEREAS, the respective boards of directors of the Constituent Corporations have, by resolutions duly adopted, approved this Agreement of Merger and directed that it be executed by the undersigned officers and that it be submitted to a vote of their respective stockholders; and

WHEREAS, the respective shareholders of the Constituent Corporations have, by resolutions duly adopted, approved this Agreement of Merger; and

WHEREAS, the registered office of the Surviving Corporation in the State of Delaware is located at 1013 Centre Road, City of Wilmington, County of New Castle, and the name of its registered agent at such address is Corporation Service Company.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions set forth herein, each of the Constituent Corporations hereby agree as follows:

FIRST: The name of the Surviving Corporation is and shall remain following the merger Execusoft Holding, Inc.

SECOND: The Merging Corporation shall be merged into the Surviving Corporation.

THIRD: No amendments or changes to the certificate of incorporation of the Surviving Corporation are to be effected by the merger.

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FOURTH: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the Surviving Corporation shall be as follows:

(a) Each share of capital stock of the Surviving Corporation that is issued and outstanding on the effective date of this merger shall not be changed or converted in the merger and shall remain issued and outstanding.

(b) Each share of capital stock of Execusoft, Inc. shall be canceled without consideration.

FIFTH: The terms and conditions of the merger are as follows:

(a) The directors and officers of the Surviving Corporation on the effective date of this merger shall continue to be the directors and officers of the Surviving Corporation.

(b) The bylaws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or replaced as therein provided.

(c) Upon the merger becoming effective, the separate existence of the Merging Corporation shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

(d) All rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

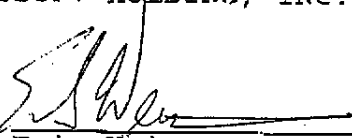
(e) This merger shall become effective upon filing of a certificate of merger with the Secretary of State of Delaware.

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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and that fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 13 day of August, 1998.


EXECUSOFT HOLDING, INC.

By:


Eric Weisman
President


ATTEST:

By:


Musilima Lewis
Secretary


EXECUSOFT, INC.

By:


Eric Weisman
President

ATTEST:

By:


Musilima Lewis
Secretary