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Division of Corporations

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G76721

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MERGER OR SHARE EXCHANGE

DICING TECHNOLOGY, INC.

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merger

D. CONNELL FEB 11 2000

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DICING TECHNOLOGY EQUIPMENT CORP., a Florida corporation,  
P98000056589

INTO

**DICING TECHNOLOGY, INC.**, a Florida entity, G76721

File date: February 11, 2000

Corporate Specialist: Darlene Connell

Fax Audit No.: H00000006668 8

ARTICLES OF MERGER OF  
**DICING TECHNOLOGY, INC.**  
(a Florida corporation)

into

**DICING TECHNOLOGY EQUIPMENT CORP.**  
(a Florida corporation)

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Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations, **DICING TECHNOLOGY, INC.**, a Florida corporation ("DT"), and **DICING TECHNOLOGY EQUIPMENT CORP.**, a Florida corporation ("DTE"), adopt the following articles of merger for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of CorporationState of Corporation**DICING TECHNOLOGY, INC.**

Florida

**DICING TECHNOLOGY EQUIPMENT CORP.**

Florida

**DICING TECHNOLOGY, INC.** is the surviving corporation.

2. The laws of the State of Florida permit the merger of Florida corporations.
3. The name of the surviving corporation is **DICING TECHNOLOGY, INC.**, and it is to be governed by the State of Florida.
4. The Plan of Merger, attached hereto as Exhibit "A" and incorporated by reference, was approved by the directors and shareholders of DT and DTE in the manner prescribed by the Florida Business Corporation Act.
5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows:

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Orlando, Florida 32802  
(407) 426-2360  
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<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
<b>DICING TECHNOLOGY, INC.</b>	500	Common	500
<b>DICING TECHNOLOGY EQUIPMENT CORP.</b>	100	Common	100

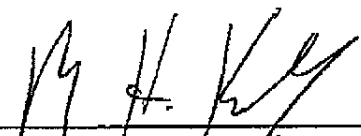
6. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and, as to each class entitled to vote as a class, the number of shares of that class voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
<b>DICING TECHNOLOGY, INC.</b>	500	0	Common	500	0
<b>DICING TECHNOLOGY EQUIPMENT CORP.</b>	100	0	Common	100	0

7. This merger shall be effective upon the filing of these Articles of Merger.

Dated this 7th day of February, 2000.

**DICING TECHNOLOGY, INC.**

  
 Richard H. Kroll, President 2/7/00

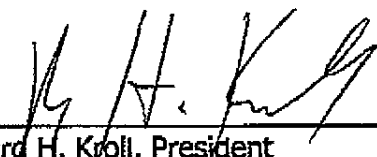
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**DICING TECHNOLOGY EQUIPMENT CORP.**

  
Richard H. Kroll, President 2/7/00

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EXHIBIT "A"

**PLAN OF MERGER**

This Plan of Merger is adopted for **Dicing Technology, Inc. ("DT")**, a business corporation organized under the laws of the State of Florida, by joint written action of its Board of Directors and Shareholders of even date herewith, and adopted for **Dicing Technology Equipment Corp.**, a business corporation organized under the laws of the State of Florida, by joint written action of its Board of Directors and Shareholders of even date herewith. The names of the corporations planning to merge are **Dicing Technology, Inc. ("DT")**, a business corporation organized under the laws of the State of Florida and **Dicing Technology Equipment Corp. ("DTE")**, a business corporation organized under the laws of the State of Florida. The surviving corporation shall be DT and its name shall be **Dicing Technology, Inc.**

1. The address of DT is 1978 Corporate Square, Longwood, FL 32750, its place of organization is the State of Florida, and its governing law is the Florida Business Corporation Act. The address of DTE is 1978 Corporate Square, Longwood, FL 32750, its place of organization is the State of Florida, and its governing law is the Florida Business Corporation Act.

2. DTE shall be merged into and DT, pursuant to the provisions of the laws of the State of Florida, and DT shall be the surviving corporation when the merger becomes effective. DT is sometimes hereinafter referred to as the "surviving corporation" and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Statutes. The separate existence of DTE which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease when the merger becomes effective in accordance with the laws of Florida.

3. This merger is intended to qualify as a tax free merger under Section 368(a)(1)(A) of the Internal Revenue Code.

4. The Certificate of Incorporation of the surviving corporation when the merger becomes effective shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Statutes.

5. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

6. The directors and officers in office of the surviving corporation when the merger becomes effective shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is

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otherwise terminated in accordance with the bylaws of the surviving corporation.

7. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger takes effect shall continue to represent one issued share of the surviving corporation. The issued and outstanding and the authorized but unissued shares of DTE shall be canceled as of the filing of the Articles of Merger.

8. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the stockholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Statutes.

9. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the stockholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Statutes, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

11. The merger shall be effective upon the filing of Articles of Merger (the "Effective Date").