

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

J43041

TMIST, Inc

INFOSOURCE, INC

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*****70.00 *****70.00

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02 MAR 12 AM 11:13

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coullotte MAR 12 2002

Signature _____

Requested by _____

Name _____

Date 3/12

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Art of Inc. File _____

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L.C. File _____

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☒ Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

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Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

FILED
2002 MAR 12 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TMISI, INC., a Florida corporation, P01000119394

INTO

INFOSOURCE, INC., a Florida entity, J43041.

File date: March 12, 2002

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
MERGING
TMISI, INC. (a Florida corporation)
WITH AND INTO
INFOSOURCE, INC. (a Florida corporation)**

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), InfoSource, Inc., a Florida corporation (the "Survivor") and TMISI, Inc. a Florida corporation (the "Corporation"), have adopted the following Articles of Merger for the purpose of merging the Corporation into the Survivor:

1. An Agreement and Plan of Merger (the "Plan"), previously approved by the shareholders and directors of the Corporation and by the shareholders and directors of the Survivor, is attached hereto as Exhibit A.
2. The Plan was approved by the shareholders and directors of the Survivor on March 8, 2002.
3. The Plan was approved by the shareholders and directors of the Corporation on March 8, 2002.
4. The effective date of the merger shall be March 12, 2002.

IN WITNESS WHEREOF, the Corporation and the Survivor have caused these Articles of Merger to be executed as of March 8, 2002.

INFOSOURCE, INC., a Florida Corporation

By: _____

Thomas W. Warner
President

TMISI, INC., a Florida Corporation

By: _____

Thomas W. Warner
President

FILED
2002 MAR 12 PM 12:27
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") is made and entered into as of March 2, 2002 by and between TMISI, Inc., a Florida corporation (the "Corporation"), and InfoSource, Inc., a Florida corporation (the "Survivor").

ARTICLE ONE

Merger of the Corporation with and into the Survivor

The Corporation will be merged with and into the Survivor in accordance with the laws of the State of Florida (the "Merger"), with such Merger to become effective at 4 p.m. EST on March 2, 2002 (the "Effective Time"). The surviving corporation in the Merger will be the Survivor (as such, the "Surviving Company"), which will continue (i) to have the name "InfoSource, Inc.", a Florida corporation, and (ii) to be governed by and in accordance with the laws of the State of Florida. It is intended that the Merger qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986. The parties intend that this Plan will constitute a "plan of reorganization" within the meaning of Treasury Regulation Section 1.368.

ARTICLE TWO

Effect of Merger

The Merger shall in all respects have the effects provided for in Section 607.1106 of the Florida Business Corporation Act (the "FBCA"), with all rights and obligations of the Corporation being allocated to and vesting in the Surviving Company. Without limiting the generality of the foregoing, at the Effective Time the separate existence of the Corporation shall cease, and the Surviving Company will immediately (i) succeed, without transfer, to all of the assets, properties, rights and claims of the Corporation and (ii) be subject to all of the debts, obligations and liabilities of the Corporation in the same manner and to the same extent as if such had been incurred by the Surviving Company. Neither the rights of creditors with respect to the Survivor or the Corporation nor any liens upon the assets of the Survivor or the Corporation shall be impaired by the Merger. Any lawsuit, proceeding or claim pending or existing by or against the Survivor or the Corporation may be prosecuted and continued as if the Merger had not occurred or, alternatively, the Surviving Company may be substituted for the Corporation with respect to any such lawsuit, proceeding or claim.

ARTICLE THREE

Conversion of Shares

Each outstanding share of the Corporation's Common Stock ("Corporation Common Stock") shall be automatically converted into one share of Common Stock of the Survivor ("Survivor Common Stock").

Each person who is a holder of record of outstanding shares of Corporation Common Stock at the Effective Time shall thereafter be entitled to receive from the Survivor a certificate or certificates evidencing the number of shares of Survivor Common Stock that such shares of Corporation Common Stock are converted into pursuant to the Merger, upon surrender by

such holder to the Survivor of the certificate or certificates that represented such shares of Corporation Common Stock. The shareholders of Survivor who, except for the applicability of Section 1104 of the FBCA would be entitled to vote and who dissent from the merger may be entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares. At the Effective Time, all shares of Survivor Common Stock previously held by the Corporation, shall be cancelled.

ARTICLE FOUR

Approval

This Plan was approved and adopted by written consent of the directors and shareholders of the Corporation as of March 8 2002 and by written consent of the directors and shareholders of the Survivor as of March 8 2002.

ARTICLE FIVE

Articles of Incorporation

The Articles of Incorporation of the Survivor will continue as the Articles of Incorporation of the Surviving Company after the Effective Time of the Merger.

ARTICLE SIX

Bylaws, Officers and Directors

The Bylaws of the Survivor, as existing at the Effective Time of the Merger, will continue as the Bylaws of the Surviving Company until such Bylaws are thereafter modified, amended or repealed in accordance with the laws of the State of Florida and the applicable provisions of such Bylaws. The officers and directors of the Survivor at the Effective Time will continue as the officers and directors of the Surviving Company until such time as the successor of each such officer or director is chosen and qualified or until his earlier death, resignation, retirement, disqualification or removal from office.

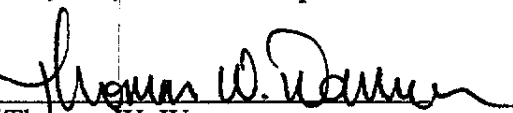
ARTICLE SEVEN

Abandonment

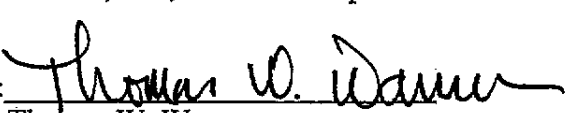
At any time prior to the Effective Time of the Merger, this plan may be terminated and abandoned by the directors of the Survivor or the directors of the Corporation.

IN WITNESS WHEREOF, the Survivor and the Corporation executed this Agreement and Plan of Merger as of the date first written above.

TMISI, Inc., a Florida Corporation

By: 
Thomas W. Warner
President

InfoSource, Inc., a Florida Corporation

By: 
Thomas W. Warner
President

**ARTICLES OF MERGER
MERGING
TMISI, INC. (a Florida corporation)
WITH AND INTO
INFOSOURCE, INC. (a Florida corporation)**

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1. An Agreement and Plan of Merger (the "Plan"), previously approved by the shareholders and directors of the Corporation and by the shareholders and directors of the Survivor, is attached hereto as Exhibit A.
2. The Plan was approved by the shareholders and directors of the Survivor on March 8, 2002.
3. The Plan was approved by the shareholders and directors of the Corporation on March 8, 2002.
4. The effective date of the merger shall be March 12, 2002.

IN WITNESS WHEREOF, the Corporation and the Survivor have caused these Articles of Merger to be executed as of March 8, 2002.

INFOSOURCE, INC., a Florida Corporation

By: Thomas W. Warner
Thomas W. Warner
President

TMISI, INC., a Florida Corporation

By: Thomas W. Warner
Thomas W. Warner
President

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Each outstanding share of the Corporation's Common Stock ("Corporation Common Stock") shall be automatically converted into one share of Common Stock of the Survivor ("Survivor Common Stock").

Each person who is a holder of record of outstanding shares of Corporation Common Stock at the Effective Time shall thereafter be entitled to receive from the Survivor a certificate or certificates evidencing the number of shares of Survivor Common Stock that such shares of Corporation Common Stock are converted into pursuant to the Merger, upon surrender by

such holder to the Survivor of the certificate or certificates that represented such shares of Corporation Common Stock. The shareholders of Survivor who, except for the applicability of Section 1104 of the FBCA would be entitled to vote and who dissent from the merger may be entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares. At the Effective Time, all shares of Survivor Common Stock previously held by the Corporation, shall be cancelled.

ARTICLE FOUR **Approval**

This Plan was approved and adopted by written consent of the directors and shareholders of the Corporation as of March 8 2002 and by written consent of the directors and shareholders of the Survivor as of March 8 2002.

ARTICLE FIVE **Articles of Incorporation**

The Articles of Incorporation of the Survivor will continue as the Articles of Incorporation of the Surviving Company after the Effective Time of the Merger.

ARTICLE SIX **Bylaws, Officers and Directors**

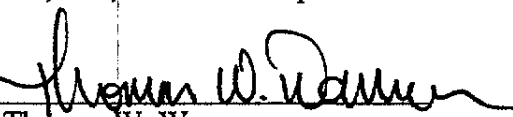
The Bylaws of the Survivor, as existing at the Effective Time of the Merger, will continue as the Bylaws of the Surviving Company until such Bylaws are thereafter modified, amended or repealed in accordance with the laws of the State of Florida and the applicable provisions of such Bylaws. The officers and directors of the Survivor at the Effective Time will continue as the officers and directors of the Surviving Company until such time as the successor of each such officer or director is chosen and qualified or until his earlier death, resignation, retirement, disqualification or removal from office.

ARTICLE SEVEN **Abandonment**

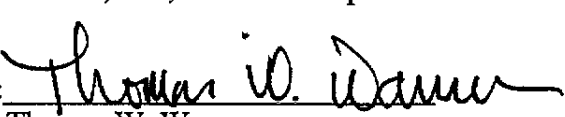
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IN WITNESS WHEREOF, the Survivor and the Corporation executed this Agreement and Plan of Merger as of the date first written above.

TMISI, Inc., a Florida Corporation

By: 
Thomas W. Warner
President

InfoSource, Inc., a Florida Corporation

By: 
Thomas W. Warner
President