

PALLARIASSEE, FLORIDA

660 EAST JEFFERSON STREET Requestor's Name TALLAHASSEE, FL 32301						
City	State	Zip	Phone)		

CORPORATION(S) NAME

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Solution /		Merger
Modis		
) Profit) NonProfit) Limited Liability Co.	() Amendment	Merger
) Foreign	() Dissolution/Withdrawal	() Mark
() Limited Partnership () Reinstatement	() Annual Report () Reservation	() Other () Change of R.A. () Fictitious Name Fi
() Certified Copy	() Photo Copies	() CUS
() Call When Ready Walk In () Mail Out	() Call if Problem () Will Wait	() After 4:30 Pick Up
Name Availability 3 1 9 9 Document Examiner 1	MAR 1 1 1998	PRECEIVED 98 MAR PM PM 2: Thanks, Jeff Thanks, Jeff
Verifier Acknowledgment		Thanks, RP PM 12: 1
W.P. Verifier		

CR2E031 (1-89)

ARTICLES OF MERGER Merger Sheet MERGING: SOLUTION1, INC., a New York corporation not authorized to transact business in Florida , INTO

MODIS, INC., a Florida corporation, J46369.

File date: March 11, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

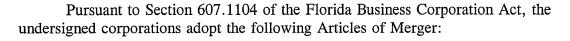
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OF

SOLUTION1, INC.

INTO

modis, INC.



FIRST: *modis*, Inc. ("*modis*") is a corporation organized under the laws of the State of Florida owning 100 percent of the issued and outstanding shares of Solution1, Inc., a corporation organized under the laws of the State of New York.

SECOND: The Plan of Merger attached hereto and incorporated herein as Exhibit A was adopted by the Board of Directors of *modis* on March 2, 1998.

THIRD: Shareholder approval of the merger was not required.

Signed as of the 2nd day of March, 1998.

modis, INC.

Bv:

Timothy D. Payne, President

Bv:

Marc M. Mayo, Secretary/Treasurer

EXHIBIT A

PLAN OF

MERGER

* * * * * * *

FIRST: (a) The name of each constituent corporation is as follows: SOLUTION1, INC., a corporation organized under the laws of the State of New York (the "Merging Corporation"); and *modis*, INC. f/k/a "Computer Professionals, Inc.," a corporation organized under the laws of the State of Florida ("*modis*").

(b) The designation and number of outstanding shares of each class of stock of the Merging Corporation and the number of such shares owned by *modis* are as follows:

Shares Outstanding	<u>Designation</u>	Shares owned by modis
10,000	Common	10,000

- (c) At the effective time of the merger, the Merging Corporation shall merge into *modis*. *modis* shall assume the liabilities and obligations of the Merging Corporation.
- (d) The surviving corporation shall be *modis* and following the merger its name shall be "*modis*, Inc."
- SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporation are owned by *modis*. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of *modis* or any other consideration shall be issued in exchange therefor.
- (b) All of the issued and outstanding shares of stock of *modis* shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of *modis* shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of *modis* shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of *modis* shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

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