



THE UNITED STATES
CORPORATION
COMPANY

J46369

ACCOUNT NO. : 072100000032

REFERENCE : 082999 4351650

AUTHORIZATION

Patricia Pizant

COST LIMIT : \$ 105.00

ORDER DATE : December 30, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 082999-015

CUSTOMER NO: 4351650

CUSTOMER: Ms. Peggy Parks
Leboeuf Lamb Greene & Macrae
Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

ARTICLES OF MERGER

ACTIUM TOOLS, INC.

INTO

MODIS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
98 DEC 31 11:10:43
DIRECTOR OF CORPORATION
FILED
98 DEC 31 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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QW J46369
meyer
GPO
12-31-98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ACTIUM TECHNOLOGIES, INC. and ACTIUM TOOLS, INC., both non qualified
Pennsylvania corporations.

INTO

MODIS, INC., a Florida corporation, J46369.

File date: December 31, 1998

Corporate Specialist: Carol Mustain

Account number: 072100000032

Account charged: 105.00

ARTICLES OF MERGER

of

ACTIUM TECHNOLOGIES, INC.
(a Pennsylvania corporation)

and

ACTIUM TOOLS, INC.
(a Pennsylvania corporation)

into

MODIS, INC
(a Florida corporation)

FILED
98 DEC 31 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes (1997), the undersigned corporations certify as follows:

FIRST, the names of the corporations that are parties to the merger are **Actium Tools, Inc.**, Pennsylvania corporation, **Actium Technologies, Inc.**, a Pennsylvania corporation, and **Modis, Inc.**, a Florida corporation.

SECOND, Modis, Inc. shall be the surviving corporation.

THIRD, the Plan of Merger was approved by the boards of directors of Actium Technologies, Inc., Actium Tools, Inc. and Modis, Inc. by Written Consents dated December 17, 1998. A copy of the Plan of Merger is attached hereto as Exhibit A.


FOURTH, Shareholder approval of the constituent corporations was not required.

FIFTH, the merger shall become effective at 11:59 p.m., Eastern Standard Time, on December 31, 1998.

DATED: December 17, 1998.


MODIS, INC.

By

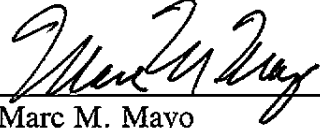


Marc M. Mayo
Secretary

ACTIUM TECHNOLOGIES, INC.

By 
Marc M. Mayo
Secretary

ACTIUM TOOLS, INC.

By 
Marc M. Mayo
Secretary

JK2 142296.1

EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER is entered into this 17th day of December, 1998 among Modis, Inc., a corporation organized under and governed by the laws of the State of Florida ("Modis"), Actium Tools, Inc., a corporation organized under and governed by the laws of the Commonwealth of Pennsylvania ("Tools") and Actium Technologies, Inc., a corporation organized under and governed by the laws of the Commonwealth of Pennsylvania ("Technologies"). Subject to the terms and conditions herein set forth, Technologies and Tools shall be merged into Modis (the "Merger") at 11:59 p.m. Eastern Standard Time on December 31, 1998 (the "Effective Time"). At the Effective Time, the separate existence and corporate organization of each of Technologies and Tools shall cease, and Modis shall continue its corporate existence and organization as the surviving corporation under the corporate name "Modis, Inc.," and shall continue to be governed by the laws of the State of Florida. The following are additional terms of the Merger:


1. Actium Technologies, Inc., a wholly-owned subsidiary of Modis, is a corporation organized under the laws of the Commonwealth of Pennsylvania.
2. Actium Tools, Inc., a wholly-owned subsidiary of Modis, is a corporation organized under the laws of the Commonwealth of Pennsylvania.
3. Modis, Inc. is a corporation organized under the laws of the State of Florida.
4. Modis will be the surviving corporation of the Merger and will continue its corporate existence under the laws of the State of Florida.
5. The Articles of Incorporation of Modis, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the surviving corporation until thereafter amended as provided by law.
6. The Bylaws of Modis, as in effect immediately prior to the Effective Time, shall be the Bylaws of the surviving corporation until thereafter amended as provided by law.
7. The persons who are serving as directors of Modis immediately prior to the Effective Time shall be the directors of the surviving corporation and shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and Bylaws of the surviving corporation, or as otherwise provided by law.
8. The persons who are serving as officers of Modis immediately prior to the Effective Time shall continue in their respective offices as the officers of the surviving corporation and shall hold such offices from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and Bylaws of the surviving corporation, or as otherwise provided by law.

9. At the Effective Time, all of the issued and outstanding shares of stock of each of Technologies and Tools shall automatically and by operation of law be canceled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor. All of the issued and outstanding shares of stock of Modis shall, at the Effective Time and thereafter, remain issued and outstanding and no consideration shall be issued in respect thereof.


10. Each of Modis, Tools and Technologies, acting on its own or in conjunction with others, has the right to abandon the Merger at any time prior to the Effective Time upon a majority vote of the Board of Directors of the company desiring to abandon the Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

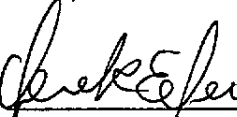
ACTIUM TECHNOLOGIES, INC.

By 
Derek E. Dewan
President

ACTIUM TOOLS, INC.

By 
Derek E. Dewan
President

MODIS, INC.

By 
Derek E. Dewan
Chairman and Chief Executive Officer