



J46369

ACCOUNT NO. : 072100000032

REFERENCE : 076218 4351650

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 157.50 113.75

ORDER DATE : December 22, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 076218-005

CUSTOMER NO: 4351650

EFFECTIVE DATE

12/31/98

CUSTOMER: Mr. Steve Marshall
Leboeuf Lamb Greene & Macrae
Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

3000002720483--0

ARTICLES OF MERGER

COMPUTER SYSTEMS DEVELOPMENT
OF AMERICA, INC.
EXECUTIVES MONITOR, INC.

INTO

MODIS, INC.

98 DEC 24 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Merger
CP 6/2/28

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPUTER SYSTEMS DEVELOPMENT OF AMERICA, INC., a
non qualified Delaware corp.

EXECUTIVE'S MONITOR, INC., a non qualified Pennsylvania corp.

INTO

MODIS, INC., a Florida corporation, J46369

File date: December 24, 1998, effective December 31, 1998

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1998

CSC
DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: MODIS, INC.
Ref. Number: J46369

RESUBMIT
Please give original
submission date as file date.

We have received your document for MODIS, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE NAME OF ONE OF THE MERGING CORPORATIONS IS NOT LISTED CORRECTLY. IT SHOULD READ "EXECUTIVE'S MONITOR, INC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 798A00060279

15 DEC 24 15:51
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

of

COMPUTER SYSTEMS DEVELOPMENT OF AMERICA, INC.
(a Delaware corporation)

and

EXECUTIVES MONITOR, INC.
(a Pennsylvania corporation)

into

MODIS, INC
(a Florida corporation)

FILED
98 DEC 24 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/98

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 **Executives Monitor, Inc.**, a Pennsylvania corporation, **Computer Systems Development of America, Inc.**, a Delaware 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 **Executives Monitor, Inc.**, **Computer Systems Development of America, 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.

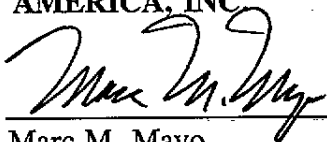
MODIS, INC.

By Marc M. Mayo
Marc M. Mayo
Secretary

EXECUTIVE'S MONITOR, INC.

By 
Marc M. Mayo
Secretary

**COMPUTER SYSTEMS DEVELOPMENT
OF AMERICA, INC.**

By 
Marc M. Mayo
Secretary

JK2 141612.1

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"), Executives Monitor, Inc., a corporation organized under and governed by the laws of the Commonwealth of Pennsylvania ("Executives") and Computer Systems Development of America, Inc., a corporation organized under and governed by the laws of the State of Delaware ("CSD"). Subject to the terms and conditions herein set forth, Executives and CSD shall be merged into Modis (the "Merger") on December 31, 1998 at 11:59 p.m. Eastern Standard Time (the "Effective Time"). At the Effective Time, the separate existence and corporate organization of each of Executives and CSD 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. Modis, Inc., the parent company, is a corporation organized under the laws of the State of Florida.
2. Executives Monitor, Inc., a wholly-owned subsidiary of Modis, is a corporation organized under the laws of the Commonwealth of Pennsylvania.
3. Computer Systems Development of America, Inc., a wholly-owned subsidiary of Modis, is a corporation organized under the laws of the State of Delaware.
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 Executives and CSD 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. Shareholders of Modis who, except for the applicability of Section 607.1104 Florida Statutes would be entitled to vote on the Merger and who dissent from the Merger pursuant to Section 607.1320, Florida Statutes, may be entitled to be paid the fair value of their shares.


11. Each of Modis, Executives and CSD, acting on its own or in conjunction with the 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.

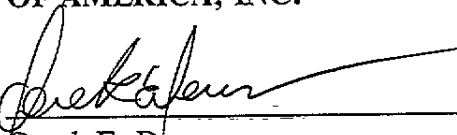
MODIS, INC.

By 
Derek E. Dewan
Chairman and Chief Executive Officer

EXECUTIVES MONITOR, INC.

By 
Derek E. Dewan
Vice President

**COMPUTER SYSTEMS DEVELOPMENT
OF AMERICA, INC.**

By 
Derek E. Dewan
President