

J46369

 **THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 076218 4351650

AUTHORIZATION : *Patricia Pajito*

COST LIMIT : \$ 35.00

ORDER DATE : December 22, 1998

ORDER TIME : 10:38 AM

ORDER NO. : 076218-030

CUSTOMER NO: 4351650

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

DOMESTIC AMENDMENT FILING

NAME: MODIS, INC.

700002727877--2

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

Articles of Correction
SP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 3:17

RECEIVED
98 DEC 31 AM 11:52
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPUTER SYSTEMS DEVELOPMENT OF AMERICA, INC., a New Jersey
corporation qualified in Florida, document number F96000005235 *

EXECUTIVE'S MONITOR, INC., a nonqualified Pennsylvania corporation

INTO

MODIS, INC., a Florida corporation, J46369

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

Corporate Specialist: Karen Gibson

* Per Articles of Correction filed 12/31/98.
sp

ARTICLES OF CORRECTION

OF

**ARTICLES OF MERGER
OF**

**COMPUTER SYSTEMS DEVELOPMENT OF AMERICA, INC. AND
EXECUTIVE'S MONITOR, INC. INTO
MODIS, INC.,**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 31 PM 3: 17

Pursuant to the provisions of Section 607.0120, Florida Statutes (1998), the undersigned corporations certify as follows:

FIRST, the undersigned corporations filed Articles of Merger with the Florida Secretary of State on December 24, 1998, a copy of which are attached hereto as Exhibit B (the "Articles of Merger").

SECOND, The Articles of Merger incorrectly described Computer Systems Development of America, Inc. as a Delaware corporation. Computer Systems Development of America, Inc. is a corporation organized and existing under the laws of the State of New Jersey.

THIRD, the First Article of the Articles of Merger should provide that:

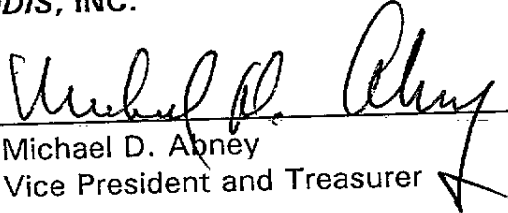
the names of the corporations that are parties to the merger are **Executive's Monitor, Inc.**, a Pennsylvania corporation, **Computer Systems Development of America, Inc.**, a New Jersey corporation, and **Modis, Inc.**, a Florida corporation.

FOURTH, the Plan of Merger attached hereto as Exhibit A (which contain the above-described correction) is substituted for the Plan of Merger attached to the Articles of Merger as Exhibit A.

DATED: December 30, 1998.

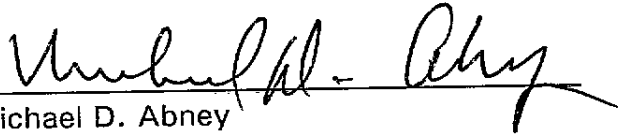
MODIS, INC.

By


Michael D. Abney

Vice President and Treasurer

EXECUTIVE'S MONITOR, INC.

By 
Michael D. Abney
Senior Vice President and Treasurer

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

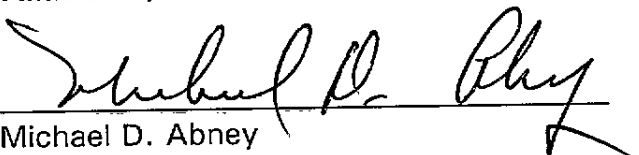
By 
Michael D. Abney
Senior Vice President and Treasurer

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"), Executive's 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 New Jersey ("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. Executive's 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 New Jersey.
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.

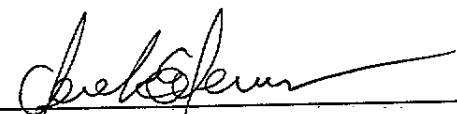
11. Each of Modis, Executives and CSD, acting on its own or in conjunction with the others, has the right to abandon the Merger at any time prior to the Effective Time upon a majority vote of the Board of Directors of the company desiring to abandon the Merger.

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.**

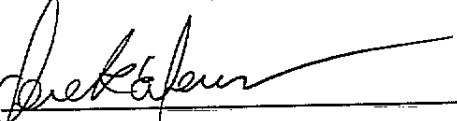
By 
Derek E. Dewan
President

EXHIBIT B
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)

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.

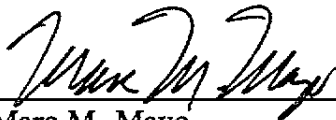
FIFTH, the merger shall become effective at 11:59 p.m., Eastern Standard Time, on December 31, 1998.

DATED: December 17, 1998.

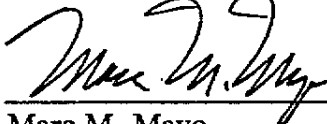
MODIS, INC.

By Marc M. Mayo
Marc M. Mayo
Secretary

EXECUTIVES' MONITOR, INC.

By 
Marc M. Mayo
Secretary

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

By 
Marc M. Mayo
Secretary

JK2 141612.1

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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.

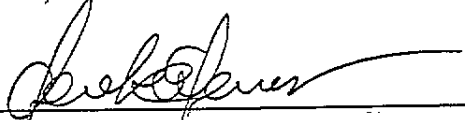
9. At the Effective Time, all of the issued and outstanding shares of stock of each of Executives and CSD shall automatically and by operation of law be canceled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor. All of the issued and outstanding shares of stock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

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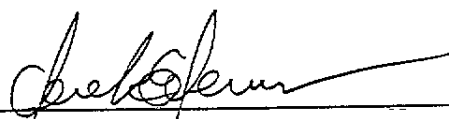
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IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

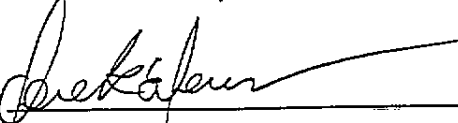
MODIS, INC.

By 
Derek E. Dewan
Chairman and Chief Executive Officer

EXECUTIVES' MONITOR, INC.

By 
Derek E. Dewan
Vice President

COMPUTERSYSTEMS DEVELOPMENT
OF AMERICA, INC.

By 
Derek E. Dewan
President