



K32358

ACCOUNT NO. : 072100000032

REFERENCE : 646790 7638A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 31, 2000

ORDER TIME : 12:47 PM

ORDER NO. : 646790-005

CUSTOMER NO: 7638A

CUSTOMER: Mr. Tom Ruffin  
Gutter, Josepher & Ruffin  
Suite 900  
100 West Cypress Creek Road  
Ft. Lauderdale, FL 33309-2112

100003191791--6  
-03/31/00--01051--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

ARTICLES OF MERGER

I.A.S., CORPORATION

INTO

SOFTWARE BROKERS OF AMERICA,  
INC.

FILED  
00 MAR 31 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

G. COULLIETTE APR 03 2000

CONTACT PERSON: [illegible]

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
00 MAR 31 PM 1:36  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

I.A.S., CORPORATION, a Florida corporation, P94000046747

INTO

**SOFTWARE BROKERS OF AMERICA, INC.**, a Florida entity, K32358

File date: March 31, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**

THESE ARTICLES OF MERGER are made and entered into this 30<sup>th</sup> day of MARCH, 2000 by and between SOFTWARE BROKERS OF AMERICA, INC., and I.A.S., CORPORATION, both Florida corporations.

**WITNESSETH:**

Pursuant to §607.1105 of the Florida Business Corporation Act, the following is set forth:

1. Plan of Merger. The Plan of Merger is set forth in the attached Plan of Merger at Exhibit "A" attached hereto (the "Plan") and is hereby incorporated herein.

2. Effective Date. The merger set forth in the Plan shall be effective as of the filing of these Articles of Merger or on March 31, 2000, if these Articles of Merger are filed prior to March 31, 2000.

3. Whether Shareholder Approval of Plan of Merger Was Required.

A. SOFTWARE BROKERS OF AMERICA, INC. Shareholder approval with respect to SOFTWARE BROKERS OF AMERICA, INC. was not required pursuant to F.S. §607.1103(7), but was obtained.

B. I.A.S., CORPORATION Shareholder approval with respect to I.A.S., CORPORATION was required and was obtained.

4. Date of Adoption of Plan of Merger.


A. SOFTWARE BROKERS OF AMERICA, INC. adopted the Plan on MARCH 30<sup>th</sup>, 2000.

B. I.A.S., CORPORATION adopted the Plan on MARCH 30<sup>th</sup>, 2000.

FILED  
00 MAR 31 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have executed these Articles of Merger the day and year first above written.


Attest:

  
ESTHER SHALOM, Secretary

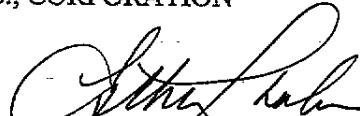
SOFTWARE BROKERS OF AMERICA, INC.

By:   
ANTHONY SHALOM, President

Attest:

  
ESTHER SHALOM,  
Assistant Secretary

I.A.S., CORPORATION

By:   
ESTHER SHALOM,  
Vice President

*Exhibit "A"***PLAN OF MERGER**

THIS PLAN OF MERGER AGREEMENT is made and entered into this 30<sup>th</sup> day of March, 2000 by and between SOFTWARE BROKERS OF AMERICA, INC. and I.A.S., CORPORATION, both Florida corporations, pursuant to Section 607.1101 of the Florida Business Corporation Act.

**WITNESSETH:**

WHEREAS, SOFTWARE BROKERS OF AMERICA, INC. and I.A.S., CORPORATION (hereinafter sometimes collectively referred to as the "Corporations") are Florida corporations with their respective corporate offices located in Dade County, Florida; and

WHEREAS, the business operations of SOFTWARE BROKERS OF AMERICA, INC. and I.A.S., CORPORATION are compatible; and

WHEREAS, said Corporations recognize that their merger and consolidation would benefit the further growth and of both Corporations;

WHEREAS, the Corporations intend to accomplish their consolidation through a statutory merger of I.A.S., CORPORATION into SOFTWARE BROKERS OF AMERICA, INC., with SOFTWARE BROKERS OF AMERICA, INC., as the surviving corporation, which merger qualifies as a statutory merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein set forth, the parties agree, as their Plan of Merger pursuant to F.S. §607.1101, as follows:

- I. **Recitals.** All of the recitals hereinabove set forth are true and correct.

2. Name of Each Corporation Planning to Merge and Name of Surviving Corporation.

A. I.A.S., CORPORATION, a Florida corporation, will merge into

B. SOFTWARE BROKERS OF AMERICA, INC., a Florida, the surviving corporation.

3. Terms and Conditions of Proposed Merger. The proposed merger is to be effected as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and qualifying as a statutory merger pursuant to Florida Statutes, Chapter 607. The terms and conditions of the merger shall be as follows: I.A.S., CORPORATION (the "merged corporation") shall be merged into CORPORATION SOFTWARE BROKERS OF AMERICA, INC. (the "surviving corporation").

4. Manner and Basis of Converting the Shares of the Merged Corporation into Shares of the Surviving Corporation. Intcomex Holdings, LLC, is the sole shareholder of both the merged corporation and the surviving corporation; accordingly, there is no need to issue shares as a result of the merger. The outstanding shares of the surviving corporation shall remain unchanged and unaffected by the merger, each such share having identical designations, preferences, limitations, and relative rights, immediately after the merger, as prior to the merger. There will be no shares of the surviving corporation issued, nor will there be any cash, property of any kind, rights, other obligations, or other securities of the surviving corporation, or any other corporation, granted to the shareholder of the merged corporation, or exchanged with the shareholder of the merged corporation for its shares in the merged corporation.

5. Effective Date. This Plan of Merger shall be carried out on, and shall be effective as of the effective date set forth in the Articles of Merger.

6. Further Action/Authorization. The appropriate officers of the Corporations are authorized for and on behalf of and in the name of each of the merged and surviving corporations to take or cause to be taken all such actions and to execute or cause to be executed such certificates and other documents as may be deemed necessary by them or desirable in order to effectuate this Plan.

7. Miscellaneous. This Plan constitutes the entire Agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto.

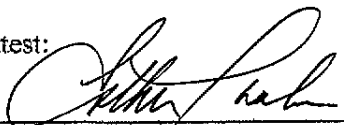
8. Governing Law. This Plan shall be governed by the laws of the State of Florida.

9. Benefit. This Agreement shall be binding upon and inure to the benefit of the parties and their assigns.

IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

SOFTWARE BROKERS OF AMERICA, INC.

Attest:


  
ESTHER SHALOM, Secretary

By:

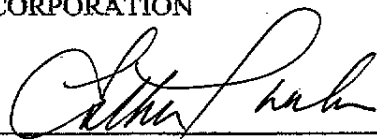
  
ANTHONY SHALOM, President

I.A.S., CORPORATION

Attest:

  
ESTHER SHALOM,  
Assistant Secretary

By:

  
ESTHER SHALOM,  
Vice President