

K68350

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Corporation(s) Name

Migrator, Inc. (Fl.)

into

Migrator, Inc. (Del.)

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Merger

V. SHEPARD AUG 11 2000

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MIGRATEC, INC., a Florida corporation, K68350

INTO

MIGRATEC, INC., a Delaware corporation not qualified in Florida.

File date: August 11, 2000

Corporate Specialist: Velma Shepard

FILED
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DIVISION OF CORPORATIONS
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**ARTICLES OF MERGER
OF
MIGRATEC, INC.
(a Florida corporation)
INTO
MIGRATEC, INC.
(a Delaware corporation)**

The undersigned corporations, MigraTEC, Inc., organized and existing under and by virtue of the Florida General Corporation Act and the Florida 1989 Business Corporation Act ("MigraTEC-Florida"), and MigraTEC, Inc., organized and existing under and by virtue of the Delaware General Corporation Law ("MigraTEC-Delaware"), do hereby certify:

FIRST: That an Agreement and Plan of Merger (the "Plan") by and between MigraTEC-Florida and MigraTEC-Delaware has been approved, adopted, certified, executed and acknowledged by each of MigraTEC-Florida and MigraTEC-Delaware in accordance with the requirements of the Florida 1989 Business Corporation Act (the "FBCA") and the Delaware General Corporation Law (the "DGCL"), respectively. A copy of the Plan is attached hereto as Exhibit A. The Plan and the performance of its terms have been duly authorized by all action required by the applicable laws of Florida and Delaware and the constituent documents of MigraTEC-Florida and MigraTEC-Delaware.

SECOND: The effective date of the merger shall be as specified in Section 1.2 of the Plan.

THIRD: The Plan was approved by the shareholders of MigraTEC-Florida in accordance with the FBCA at the annual meeting of shareholders held on June 23, 2000. The Plan was approved by the Board of Directors of MigraTEC-Delaware on August 8, 2000. There were no shareholders of MigraTEC-Delaware prior to the Effective Time of the Merger (as defined in the Plan).

[Signature page immediately follows.]

IN WITNESS WHEREOF, the undersigned authorized officers of MigraTEC-Florida and MigraTEC-Delaware have executed these Articles of Merger on behalf of MigraTEC-Florida and MigraTEC-Delaware, respectively, this 8th day of August, 2000.

MIGRATEC, INC.,
a Florida corporation

By: T. Ulrich Brechbuhl
T. Ulrich Brechbuhl, Secretary

Attest: Curtis Overstreet
By: CURTIS OVERSTREET
Name: CURTIS OVERSTREET
Title: PRESIDENT

SUBSCRIBED AND SWORN TO before me this 1st day of August, 2000.

My Commission Expires:

Frances Lawrence
Notary Public



MIGRATEC, INC.,
a Delaware corporation

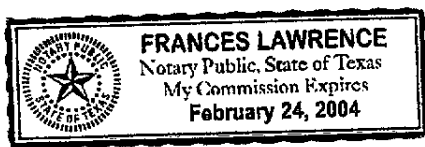
By: T. Ulrich Brechbuhl
T. Ulrich Brechbuhl, Secretary

Attest: Curtis Overstreet
By: CURTIS OVERSTREET
Name: CURTIS OVERSTREET
Title: PRESIDENT

SUBSCRIBED AND SWORN TO before me this 1st day of August, 2000.

My Commission Expires:

Frances Lawrence
Notary Public



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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of August 8th, 2000, by and between MigraTEC, Inc., a Florida corporation ("MigraTEC-Florida") and MigraTEC, Inc., a Delaware corporation ("MigraTEC-Delaware").

RECITALS:

WHEREAS, MigraTEC-Florida is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, MigraTEC-Delaware is a corporation organized and existing under the laws of the State of Delaware;

WHEREAS, the parties hereto desire that MigraTEC-Florida merge with and into MigraTEC-Delaware and that MigraTEC-Delaware shall continue as the surviving corporation in such merger upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida and the laws of the State of Delaware (the "Merger").

NOW THEREFORE, in consideration for the premises and mutual agreements, provisions and covenants contained herein, and subject to the terms and conditions hereof, the parties hereto do hereby agree as follows:

ARTICLE I

PRINCIPAL TERMS OF THE MERGER

Section 1.1. Merger of MigraTEC-Florida into MigraTEC-Delaware. At the Effective Time of the Merger (as defined in Section 1.2 hereof), MigraTEC-Florida shall merge with and into MigraTEC-Delaware in accordance with the Florida Business Corporation Act of 1989 (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL"). The separate existence of MigraTEC-Florida shall thereupon cease and MigraTEC-Delaware shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Delaware under the name of MigraTEC, Inc.

Section 1.1. Effective Time of the Merger. The Merger shall become effective as of the date and time (the "Effective Time of the Merger") the following actions are completed: (a) appropriate articles of merger are filed with the Department of State of the State of Florida, and a certificate of merger is issued by the Department of State of Florida in accordance with the FBCA and (b) an appropriate certificate of merger is filed with the Secretary of the State of Delaware in accordance with the DGCL.

Section 1.2. Effects of the Merger. At the Effective Time of the Merger, the Merger shall have the effects specified in the FBCA, the DGCL and this Merger Agreement.

Section 1.3. Bylaws. At the Effective Time of the Merger, the Bylaws of MigraTEC-Delaware as in effect immediately prior to the Effective Time of the Merger shall become the Bylaws of the Surviving Corporation until duly amended in accordance with their terms and as provided by the DGCL.

Section 1.4. Directors and Officers. At the Effective Time of the Merger, the directors and officers of MigraTEC-Delaware in office at the Effective Time of the Merger shall become the directors and officers, respectively, of the Surviving Corporation, each of such directors and officers to hold office, subject to the applicable provisions of the Certificate of Incorporation and Bylaws of the Surviving Corporation and the DGCL, until his or her successor is duly elected or appointed and shall qualify.

ARTICLE II

CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

At the Effective Time of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of MigraTEC-Delaware.

ARTICLE III

CONVERSION AND EXCHANGE OF STOCK

Section 3.1. Conversion. At the Effective Time of the Merger, each of the following transactions shall be deemed to occur simultaneously:

(a) Each share of MigraTEC-Florida common stock, no par value per share ("MigraTEC-Florida Common Stock") issued and outstanding, or held in treasury, immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one validly issued, fully paid and nonassessable share of MigraTEC-Delaware common stock, par value \$0.001 per share ("MigraTEC-Delaware Common Stock").

(b) Each share of MigraTEC-Florida Preferred Stock, none of which shall be issued and outstanding immediately prior to the Effective Time of the Merger, shall be canceled and retired for all purposes.

(c) Each option to purchase shares of MigraTEC-Florida Common Stock outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an option to purchase, upon the same terms and conditions, the number of shares of MigraTEC-Delaware Common Stock which is equal to the number of shares of MigraTEC-Florida Common Stock which the optionee would have received had the optionee exercised such option in full immediately prior to the Effective Time of the Merger (whether or not such option was then exercisable). The exercise price per share under each of said options shall be equal to the exercise price per share thereunder immediately prior to the Effective Time of the Merger.

(d) Each warrant to purchase shares of MigraTEC-Florida Common Stock outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become a warrant to purchase, upon the same terms and conditions, the number of shares of MigraTEC-Delaware Common Stock which is equal to the number of shares of MigraTEC-Florida Common Stock which the warrant holder would have received had the warrant holder exercised such warrant in full immediately prior to the Effective Time of the Merger (whether or not

such warrant was then exercisable). The exercise price per share under each of said warrants shall be equal to the exercise price per share thereunder immediately prior to the Effective Time of the Merger.

(e) No shares of MigraTEC-Delaware capital stock shall be issued and outstanding immediately prior to the Effective Time of the Merger.

Section 3.2. Exchange. (a) After the Effective Time of the Merger, each certificate theretofore representing issued and outstanding shares of MigraTEC-Florida Common Stock shall represent the same number of shares of MigraTEC-Delaware Common Stock, and each certificate theretofore representing issued and outstanding shares of MigraTEC-Florida Preferred Stock shall be canceled and retired for all purposes. No shares of MigraTEC-Delaware Preferred Stock shall be issued and outstanding by virtue of the Merger.

(b) At any time on or after the Effective Time of the Merger, any holder of certificates theretofore evidencing ownership of shares of MigraTEC-Florida Common Stock will be entitled, upon surrender of such certificates to the transfer agent of the Surviving Corporation, to receive in exchange therefor one or more new stock certificates evidencing ownership of the number of shares of MigraTEC-Delaware Common Stock, into which such MigraTEC-Florida Common Stock shall have been converted in the Merger. If any certificate representing shares of MigraTEC-Delaware Common Stock or MigraTEC-Delaware Preferred Stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such exchange shall pay to the transfer agent any transfer or other taxes required by reason of the issuance of a certificate representing shares of MigraTEC-Delaware Common Stock in any name other than that of the registered holder of the certificate surrendered, or otherwise required, or shall establish to the satisfaction of the transfer agent that such tax has been paid or is not payable.

ARTICLE IV

EMPLOYEE BENEFIT AND INCENTIVE COMPENSATION PLANS

At the Effective Time of the Merger, each employee benefit plan, incentive compensation plan and other similar plans to which MigraTEC-Florida is then a party shall be assumed by, and continue to be the plan of, the Surviving Corporation. To the extent any employee benefit plan, incentive compensation plan or other similar plan of MigraTEC-Florida provides for the issuance or purchase of, or otherwise relates to, MigraTEC-Florida Common Stock, after the Effective Time of the Merger such plan shall be deemed to provide for the issuance or purchase of, or otherwise relate to, MigraTEC-Delaware Common Stock.

ARTICLE V

CONDITIONS

Consummation of the Merger is subject to the satisfaction at or prior to the Effective Time of the Merger of the following conditions:

Section 5.1. Shareholder Approval. This Merger Agreement and the Merger shall have been adopted and approved by the affirmative vote of a majority of the votes cast by all shareholders entitled to vote on the record date fixed for determining the shareholders of MigraTEC-Florida entitled to vote thereon (the "Record

Date"). This Agreement and the Merger shall also have been adopted and approved by the Board of Directors of MigraTEC-Florida and MigraTEC-Delaware prior to the Effective Time of the Merger. MigraTEC-Delaware shall have no shareholders prior to the Effective Time of the Merger.

Section 5.2. Third Party Consents. MigraTEC-Florida shall have received all required consents to and approvals of the Merger.

Section 5.3. Opinion as to Tax Matters. MigraTEC-Florida shall have received an opinion of Winstead Sechrest & Minick P.C., counsel to MigraTEC-Florida, with respect to the tax consequences of the Merger, in form and substance satisfactory to MigraTEC-Florida.

ARTICLE VI

MISCELLANEOUS

Section 6.1. Amendment. This Merger Agreement may be amended, modified or supplemented in whole or in part, at any time prior to the Effective Time of the Merger with the mutual consent of the Boards of Directors of the parties hereto; provided, however, that the Merger Agreement may not be amended after it has been adopted by the shareholders of MigraTEC-Florida in any manner which, in the judgment of the Board of Directors of MigraTEC-Florida, would have a material adverse effect on the rights of such shareholders or in any manner not permitted under applicable law.

Section 6.2. Termination. This Merger Agreement may be terminated or abandoned by the parties hereto at any time prior to the filing of the certificate of merger notwithstanding approval of this Merger Agreement by the shareholders of either or both of MigraTEC-Florida or MigraTEC-Delaware.

Section 6.3. Necessary Actions, etc. If at any date after the Effective Time of the Merger, the Surviving Corporation shall consider that any assignments, transfers, deeds or other assurances in law are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to any property or rights of MigraTEC-Florida, MigraTEC-Florida and its officers and directors at the Effective Time of the Merger shall execute and deliver such documents and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and the officers and directors of the Surviving Corporation are fully authorized in the name of MigraTEC-Florida or otherwise to take any and all such action.

Section 6.4. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be considered to be an original instrument.

Section 6.5. Descriptive Headings. The descriptive headings are for convenience of reference only and shall not control or affect the meaning or construction of any provision of this Merger Agreement.

Section 6.6. Governing Law. This Merger Agreement shall be construed in accordance with the laws of the State of Delaware, except to the extent the laws of the State of Florida shall mandatorily apply to the Merger.

IN WITNESS WHEREOF, the undersigned officers of each of the parties to this Merger Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Merger Agreement to be duly executed.

MIGRATEC, INC.,
a Florida corporation

By: W. Curtis Overstreet
W. Curtis Overstreet
President and Chief Executive Officer

Attest:

T. Ulrich Brechbuhl
T. Ulrich Brechbuhl, Secretary

MIGRATEC, INC.

By: W. Curtis Overstreet
W. Curtis Overstreet
Chief Executive Officer

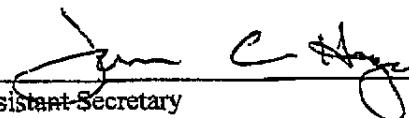
Attest:

T. Ulrich Brechbuhl
T. Ulrich Brechbuhl, Secretary

CERTIFICATES

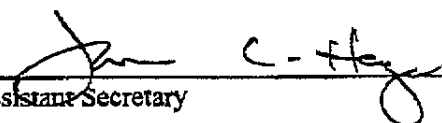
The undersigned, Assistant Secretary of MigraTEC, Inc., a Delaware corporation ("MigraTEC-Delaware"), hereby certifies, pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, that the foregoing Agreement and Plan of Merger to which this Certificate is attached, has been duly signed on behalf of MigraTEC-Delaware, Inc., by its Chief Executive Officer and attested to by its Secretary, and has been duly adopted by the Board of Directors of MigraTEC-Delaware in a written consent in lieu of the organizational meeting of the Board of Directors of MigraTEC-Delaware, effective as of August 8, 2000. There were no shareholders of MigraTEC-Delaware prior to the Effective Time of the Merger.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 8th day of August, 2000.


Assistant Secretary

The undersigned, Assistant Secretary of MigraTEC, Inc., a Florida corporation ("MigraTEC-Florida"), hereby certifies that the foregoing Agreement and Plan of Merger to which this Certificate is attached, has been duly signed on behalf of MigraTEC-Florida, Inc. by its President and attested to by its Secretary, and has been duly submitted to the shareholders of MigraTEC-Florida, Inc. at a meeting thereof called for the purpose of considering and acting upon said Agreement and Plan of Merger, held after due notice on the 23rd day of June, 2000, and that at said meeting said Agreement and Plan of Merger was adopted by the shareholders of MigraTEC-Florida, Inc. in accordance with the Florida Business Corporation Act of 1989.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 8th day of August, 2000.


Assistant Secretary