



K93355

ACCOUNT NO. : 072100000032

REFERENCE : 427564 4324715

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : August 16, 2001

ORDER TIME : 12:10 PM

ORDER NO. : 427564-005

CUSTOMER NO: 4324715

CUSTOMER: Ashley Tweed, Legal Assistant
Kilpatrick Stockton, LLP.
Suite 400
3737 Glenwood Avenue
Raleigh, NC 27612

01 AUG 17 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG 17 PM 12:55

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF MERGER

ENGINUIITY INC.

600004540236--3

INTO

ENGINUIITY INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DR
8/17/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENGINEITY INC., a Florida corporation K93355

INTO

ENGINEITY INC., a North Carolina entity not qualified in Florida.

File date: August 17, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER
OF
ENGINEUITY INC. (A FLORIDA CORPORATION)
WITH AND INTO
ENGINEUITY INC. (A NORTH CAROLINA CORPORATION)**

FILED
01 AUG 17 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Engineuity Inc., a Florida corporation ("Engineuity FL") with and into Engineuity Inc., a North Carolina corporation ("Engineuity NC").
2. The shareholders of Engineuity FL entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on August 8, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of Engineuity FL with and into Engineuity NC is permitted by the laws of the jurisdiction of organization of Engineuity NC and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Engineuity NC was August 8, 2001.
4. The effective time and date of the merger herein provided for in the State of Florida shall be upon the filing of these Articles of Merger.

Executed on August 9, 2001.

ENGINEUITY INC., a Florida corporation

By: Martin McKinley
Martin McKinley, President

ENGINEUITY INC., a North Carolina corporation

By: Martin McKinley
Martin McKinley, President

PLAN OF MERGER

PLAN OF MERGER adopted on August 8, 2001 by resolution of the Board of Directors of Enginuity Inc., a business corporation organized under the laws of the State of Florida, and adopted on August 8, 2001 by resolution of the Board of Directors of Enginuity Inc., a business corporation organized under the laws of the State of North Carolina. The names of the corporations planning to merge are Enginuity Inc., a business corporation organized under the laws of the State of Florida, and Enginuity Inc., a business corporation organized under the laws of the State of North Carolina. The name of the surviving corporation into which Enginuity Inc. plans to merge is Enginuity Inc.

1. Enginuity Inc. and Enginuity Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Enginuity Inc., be merged with and into a single corporation, to wit, Enginuity Inc., a business corporation organized under the laws of the State of North Carolina, shall be the surviving corporation upon the effective date of the merger and is sometimes hereinafter referred to as the "surviving corporation", and shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Enginuity Inc., a business corporation organized under the laws of the State of Florida, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of North Carolina, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.