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December 28, 2004

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Tallahassee, FL 32301

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To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF MERGER**, along with a check in the amount of **\$155.00** for the applicable filing fees and fees to obtain **Two (2) Certified Copies** of the **Articles of Merger** for the following entity:

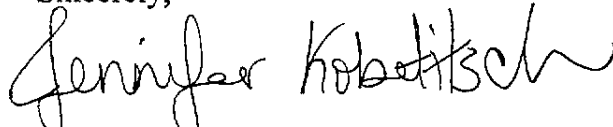
MUREX MANAGEMENT, INC.
(Document No. P02000098075) and

DSI MANAGEMENT, INC.
(Document No. P04000166099) into

DSI MANAGEMENT, LLC
(Document No. L04000091015)

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Sincerely,



Jennifer Kobetitsch
Office Administrator

JCK
Enclosures

**ARTICLES OF MERGER
MERGING
MUREX MANAGEMENT, INC.
AND
DSI MANAGEMENT, INC.
WITH AND INTO
DSI MANAGEMENT, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 608.438, 608.4381 and 608.4382 of the Florida Limited Liability Company Act and Sections 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act, MUREX MANAGEMENT, INC. ("Murex"), a Florida corporation, DSI MANAGEMENT, INC. ("DSI Inc."), a Florida corporation, and DSI MANAGEMENT, LLC ("DSI LLC"), a Florida limited liability company, hereby adopt the following Articles of Merger:

ARTICLE I

The name, type of entity and state of organization of each of the constituent business entities are as follows:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
MUREX MANAGEMENT, INC.	Florida	Corporation
DSI MANAGEMENT, INC.	Florida	Corporation
DSI MANAGEMENT, LLC	Florida	Limited Liability Company

ARTICLE II

Effective on December 28, 2004 (the "Effective Date"), Murex and DSI Inc. shall be merged with and into DSI LLC and DSI LLC shall be the surviving business entity.

ARTICLE III

The Plan of Merger pursuant to which Murex and DSI Inc. shall merge with and into DSI LLC (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

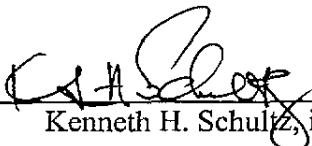
ARTICLE IV

The Plan of Merger was adopted by the sole member of DSI LLC on December 21, 2004, in accordance with the applicable provisions of Chapter 608, *Florida Statutes*. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of Murex on December 21, 2004, in accordance with the applicable provisions of Chapter 607, *Florida Statutes*. The Plan of Merger was adopted by the Board of Directors and approved by the sole

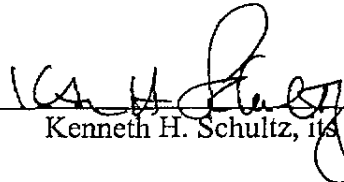
shareholder of DSI Inc. on December 21, 2004, in accordance with the applicable provisions of Chapter 607, *Florida Statutes*. There are no dissenting members or dissenting shareholders of any of the constituent business entities.

IN WITNESS WHEREOF, these Articles of Merger are dated this 22nd day of December, 2004.

MUREX MANAGEMENT, INC., a Florida corporation

By: 
Kenneth H. Schultz, its Secretary

DSI MANAGEMENT, INC., a Florida corporation

By: 
Kenneth H. Schultz, its Secretary

DSI MANAGEMENT, LLC, a Florida limited liability company

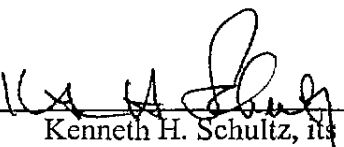
By: 
Kenneth H. Schultz, its Secretary

EXHIBIT A
PLAN OF MERGER
OF
MUREX MANAGEMENT, INC.
AND
DSI MANAGEMENT, INC.
WITH AND INTO
DSI MANAGEMENT, LLC

THIS PLAN OF MERGER is among **MUREX MANAGEMENT, INC.**, a Florida corporation ("**Murex**"), **DSI MANAGEMENT, INC.**, a Florida corporation ("**DSI Management Inc.**") and **DSI MANAGEMENT, LLC**, a Florida limited liability company ("**DSI LLC**").

1. The principal place of business for Murex, DSI Management Inc. and DSI LLC is located at 1095 W. Morse Boulevard, Winter Park, Florida 32789.

2. Murex has authorized for issuance one thousand (1,000) shares of common stock, par value \$0.01 (the "**Murex Stock**"), of which two hundred (200) shares are issued and outstanding, and all of which are issued to Developmental Holdings, Inc., a Florida corporation ("**DHI**," and in this capacity, also referred to herein as the "**Murex Shareholder**"), and there are no options or other rights to acquire additional shares of capital stock issued or outstanding.

3. DSI Management Inc. has authorized for issuance one thousand (1,000) shares of common stock, par value \$0.01 (the "**DSI Management Stock**"), of which one hundred (100) shares are issued and outstanding, and all of which are issued to DHI (and in this capacity, also referred to herein as the "**DSI Management Shareholder**"), and there are no options or other rights to acquire additional shares of capital stock issued or outstanding.

4. All of the membership interests of DSI LLC (the "**LLC Interests**") are owned one hundred percent (100%) by DHI (in this capacity, also referred to herein as the "**Member**"), and there are no options or other rights to acquire additional membership interests in DSI LLC issued or outstanding.

5. Murex and DSI Management Inc. will merge with and into DSI LLC as of the Effective Date (as defined below), whereupon Murex and DSI Management Inc. will cease to exist and the businesses of Murex and DSI Management Inc. and DSI LLC will continue through the Surviving Entity (as defined below).

6. DSI LLC is a single member limited liability company that is "disregarded" as an entity separate from its owner for federal income tax purposes.

7. DHI has filed elections to treat Murex and DSI Management Inc. as Qualified Subchapter S Subsidiaries, and therefore, each of Murex and DSI Management Inc. is "disregarded" as an entity separate from its owner for federal income tax purposes.

ARTICLE I

1.1 Names of Constituent Entities.

Name of Target Entities: MUREX MANAGEMENT, INC., a Florida corporation

DSI MANAGEMENT, INC., a Florida corporation

Name of Surviving Entity: DSI MANAGEMENT, LLC, a Florida limited liability company

1.2 The Merger. As of the Effective Date, Murex and DSI Management Inc. shall merge with and into DSI LLC (the "**Merger**"), the separate existence of Murex and DSI Management Inc. shall thereupon cease, and DSI LLC shall be the surviving entity in the Merger (the "**Surviving Entity**") and shall continue its legal existence under the laws of the State of Florida. Although the Target Entities are concurrently merged with and into the Surviving Entity as of the Effective Date (and as more particularly described herein), for purposes hereof, DSI Management Inc. shall be deemed to be the first Target Entity to merge with and into DSI LLC and Murex shall be deemed to be the second Target Entity to merge, immediately thereafter, with and into DSI LLC.

1.3 Effect of Merger. The Merger shall have the effects set forth in the Florida Business Corporations Act, as amended (the "**FBCA**"), and the Florida Limited Liability Company Act, as amended (the "**FLLCA**") (with the FBCA and the FLLCA referred to herein collectively as the "**Acts**").

1.4 Effective Date. The Merger shall become effective on December 28, 2004 (the "**Effective Date**"). The Parties hereto will file with the Florida Secretary of State (the "**Secretary of State**") Articles of Merger and other necessary documents (the "**Merger Documents**"), in such form as required by, and executed in accordance with, the relevant provisions of the Acts in order to effect the Merger as of the Effective Date.

ARTICLE 2

2.1 Murex Stock. As of the Effective Date, each share of Murex Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be surrendered and canceled.

2.2 DSI Management Inc. Stock. As of the Effective Date, each share of DSI Management Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be surrendered and canceled.

2.3 DSI LLC Interests. As of the Effective Date, all of the LLC Interests issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as membership interests of the Surviving Entity. No additional LLC Interests shall be issued to the Member or to any other person or entity in connection with the Merger.

2.4 No Conversion. Since all of the LLC Interests and all of the shares of Murex Stock and the DSI Management Stock issued and outstanding immediately prior to the Effective Date are owned by DHI, no conversion of the issued and outstanding Murex Stock and DSI Management Stock into LLC Interests is necessary. Therefore, immediately after the Merger, the LLC Interests shall continue to be issued and owned as follows:

Sole Member and Managing Member Name and Address	Ownership Percentage of the issued and outstanding DSI, LLC Membership Interests
Developmental Holdings, Inc. 1095 West Morse Boulevard Winter Park, FL 32789	100%

2.5 Federal Income Tax Treatment. Since for federal income tax purposes: (i) each Constituent Entity is “disregarded” as an entity separate from its owner, and (ii) DHI is deemed to be the sole owner of all of the assets and liabilities of each Constituent Entity, the merger of Murex and DSI Management Inc. with and into DSI LLC will be “disregarded” and without effect for federal income tax purposes.

2.6 Rights and Obligations of Murex and DSI Management Inc. In accordance with and insofar as permitted by the applicable provisions of the Acts: (i) the Surviving Entity shall possess all rights, privileges and powers of Murex and DSI Management Inc., (ii) all property and assets of Murex and DSI Management Inc. shall vest in the Surviving Entity without any further act or deed, and (iii) the Surviving Entity shall assume and be liable for all liabilities and obligations of Murex and DSI Management Inc.

ARTICLE 3

3.1 Articles of Incorporation. The Articles of Incorporation of Murex and DSI Management Inc. in effect immediately prior to the Effective Date shall be canceled and thereafter of no further force or effect as of the Effective Date.

3.2 DSI LLC Articles of Organization. The Articles of Organization of DSI LLC in effect immediately prior to the Effective Date shall be and will remain the Articles of Organization of the Surviving Entity, until such Articles shall be amended as provided by law.

3.3 DSI LLC Operating Regulations. The Operating Regulations of DSI LLC in effect immediately prior to the Effective Date shall be and will remain the Operating Regulations of the Surviving Entity, until the same shall be altered, amended, or repealed as provided by law.

3.4 DSI LLC Membership Interests. The membership interests of DSI LLC issued and outstanding immediately prior to the Effective Date shall be and will remain the issued and outstanding membership interests of the Surviving Entity until such time as the number of members is altered in accordance with the terms of the Operating Regulations of the Surviving Entity.

ARTICLE 4

4.1 Amendment. The Constituent Entities, by mutual consent, may amend this Plan of Merger prior to the filing of the Articles of Merger with the Secretary of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the Murex Shareholder, the DSI Management Inc. Shareholder and the Member shall be subject to the limitations specified in the Acts.

4.2 Termination. This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State, whether before or after adoption of this Plan of Merger by the Murex Shareholder, the DSI Management Inc. Shareholder and the Member if the Member of DSI LLC and/or the Board of Directors of Murex or DSI Management Inc. determine that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

4.3 Member and Shareholder Approval. This Plan of Merger shall be submitted to the Member, the Murex Shareholder and the DSI Management Inc. Shareholder for approval prior to the Effective Date.

4.4 Filing of Articles of Merger. After obtaining such approval by the Murex Shareholder, the DSI Management Inc. Shareholder and the Member, Murex, DSI Management Inc. and DSI LLC are hereby authorized and directed to cause all required documents to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Date.