

L44368

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

The Earth Exchange, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
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Merge
12/29/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

GEOTECH OF SOUTH FLORIDA, INC., a Florida corporation, document number
L44368

INTO

THE EARTH EXCHANGE, INC.. a Delaware corporation not qualified in Florida

File date: December 29, 1999, effective December 31, 1999

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
OF
GEOTECH OF SOUTH FLORIDA, INC.,
a Florida corporation
and a wholly-owned subsidiary of
Earth Exchange, Inc.

WITH AND INTO
THE EARTH EXCHANGE, INC.,
a Delaware corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-99

The undersigned corporations, pursuant to Section 607.1104 and Section 607.1105 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

Geotech of South Florida, Inc., a Florida corporation ("Geotech")
The Earth Exchange, Inc. a Delaware corporation ("Earth Exchange")

The surviving corporation shall be Earth Exchange.

SECOND: A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

THIRD: The effective date of the Merger shall be December 31, 1999.

FOURTH: Approval by the shareholders of Geotech and Earth Exchange was not required for this merger.

FIFTH: The Plan of Merger was adopted by the Board of Directors of Geotech on December 20, 1999 and by the Board of Directors of Earth Exchange on December 20, 1999.

SIXTH: The sole shareholder of Geotech waived the mailing requirement of the Plan of Merger as provided by Section 607.1104.

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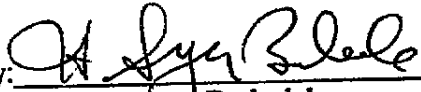
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Executed this 20th day of December, 1999.

Geotech of South Florida, Inc.

By: 
H. Gregory Barksdale
Its: Director

The Earth Exchange, Inc.

By: 
Barbara S. Graham
Its: Senior Vice President

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EXHIBIT A
PLAN OF MERGER
OF
GEOTECH OF SOUTH FLORIDA, INC.
INTO
THE EARTH EXCHANGE, INC.

This PLAN OF MERGER is entered into this 20th day of December, 1999, between The Earth Exchange, Inc., a corporation organized under and governed by the laws of the State of Delaware ("Earth Exchange") and Geotech of South Florida, Inc., a corporation organized under and governed by the laws of the State of Florida and a wholly owned subsidiary of Earth Exchange ("Geotech"). Subject to the terms and conditions herein set forth, Geotech shall be merged into Earth Exchange (the "Merger"), and the Merger shall become effective on December 31, 1999 (the "Effective Time"). At the Effective Time, the separate existence and corporate organization of Geotech shall cease, and Earth Exchange shall continue its corporate existence and organization as the surviving corporation under the corporate name "The Earth Exchange, Inc." and shall continue to be governed by the laws of the State of Delaware. Earth Exchange, after the Effective Time, is hereinafter referred to as the "Surviving Corporation." The following terms represent the Plan of Merger:

1. Earth Exchange is a corporation organized in, and governed by the laws of, Delaware, and has the following address:

800 King Street
Post Office Box 231
Wilmington, DE 19899

2. Geotech is a corporation organized in, and governed by the laws of, Florida, and has the following address:

200 Center Road
Fort Myers, FL 33907-1598

3. Earth Exchange owns 100% of the outstanding shares of each class of Geotech.

4. Earth Exchange will be the surviving corporation of the Merger and will continue its corporate existence under the laws of the State of Delaware.

5. The Articles of Incorporation of Earth Exchange, 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.

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6. The Bylaws of Earth Exchange, 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. At the Effective Time, the ten thousand (10,000) shares of common stock of Geotech issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchangeable for one hundred (100) fully paid and nonassessable shares of common stock of the Surviving Corporation.

8. Once exchanged, each share of Geotech's common stock held in Earth Exchange's treasury immediately following the Effective Time shall, by virtue of the Merger, be canceled and retired and cease to exist.

9. Earth Exchange, as the sole shareholder of Geotech, has dissenter's rights in connection with the merger, and Earth Exchange is entitled, if it complies with the provisions of Chapter 607 of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of its shares.

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

GEOTECH OF SOUTH FLORIDA, INC.

By: 
H. Gregory Barksdale

THE EARTH EXCHANGE, INC.

By: 
Barbara S. Graham

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