

461514



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 828019 4361084

AUTHORIZATION :

COST LIMIT :

Patricia P. [illegible]
\$ 70.00

ORDER DATE : May 21, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 828019-010

CUSTOMER NO: 4361084

Merger

900002533409--6

CUSTOMER: Christine James, Legal Asst
Horowitz, Mencher, Klosowski,
595 Stewart Avenue
Suite #710
Garden City, NY 11530

ARTICLES OF MERGER

INTERNATIONAL PIZZA GROUP,
INC.

INTO

TECHNOLOGY HORIZONS CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
98 MAY 22 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OFFICE OF CORPORATION

[Signature]
5/22/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL PIZZA GROUP, INC., a Florida corporation L61574
,

INTO

TECHNOLOGY HORIZONS CORP., a Delaware corporation not qualified in
Florida.

File date: May 22, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032 Account charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ARTICLES OF MERGER OF

INTERNATIONAL PIZZA GROUP, INC.

AND

TECHNOLOGY HORIZONS CORP.

FILED
98 MAY 22 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

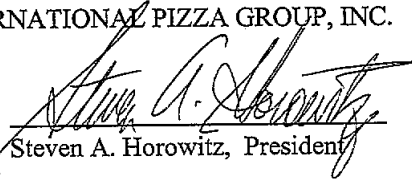
Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging INTERNATIONAL PIZZA GROUP, INC. with and into TECHNOLOGY HORIZONS CORP.
2. A majority of the shareholders of TECHNOLOGY HORIZONS CORP. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on May 15, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of INTERNATIONAL PIZZA GROUP, INC. with and into TECHNOLOGY HORIZONS CORP. is permitted by the laws of the jurisdiction of organization of TECHNOLOGY HORIZONS CORP. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of TECHNOLOGY HORIZONS CORP. was May 15, 1998.
4. The effective time and date of the merger herein provided for in the State of Florida shall be upon the filing of this Certificate of Merger with the Secretary of State of the State of Florida.

Executed on May 20, 1998

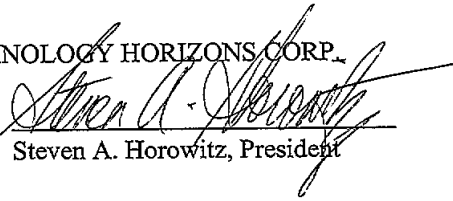
INTERNATIONAL PIZZA GROUP, INC.

By:


Steven A. Horowitz, President

TECHNOLOGY HORIZONS CORP.

By:


Steven A. Horowitz, President

PLAN OF MERGER adopted on May 15, 1998 by resolutions of the Board of Directors of INTERNATIONAL PIZZA GROUP, INC. , a business corporation organized under the laws of the State of Florida, and adopted on April 2, 1990 by resolution of the Board of Directors of TECHNOLOGY HORIZONS CORP. , a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are INTERNATIONAL PIZZA GROUP, INC., a business corporation organized under the laws of the State of Florida and TECHNOLOGY HORIZONS CORP., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which INTERNATIONAL PIZZA GROUP, INC. plans to merge is TECHNOLOGY HORIZONS CORP.

1. INTERNATIONAL PIZZA GROUP, INC. and TECHNOLOGY HORIZONS CORP., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of TECHNOLOGY HORIZONS CORP. be merged with and into a single corporation, to wit, TECHNOLOGY HORIZONS CORP. which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as such surviving corporation under its present name, TECHNOLOGY HORIZONS CORP. pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of INTERNATIONAL PIZZA GROUP, INC., 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 certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate 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 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 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 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 provision 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 with and into 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 Delaware, 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.