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MERGER OR SHARE EXCHANGE

MULTIFLOW TECHNOLOGIES, L.C.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MULTIFLOW TECHNOLOGIES, L.C. (L98000001308)
,

INTO

MULTIFLOW TECHNOLOGIES, INC., a Delaware Corporation. corporation
not qualified in Florida

File date: May 4, 1999

Corporate Specialist:

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Multiflow Technologies, L.C. 1611 W. 24th Street Miami Beach, FL 33140	Florida	LLC

Florida Document/Registration Number: L98000001308

2. Multiflow Technologies, Inc. c/o Corporation Service Company 1013 Centre Road Wilmington, DE 19805	Delaware	Corporation
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Florida Document/Registration Number: n/a

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Multiflow Technologies, Inc. c/o Corporation Service Company 1013 Centre Road Wilmington, DE 19805	Delaware	Corporation
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Florida Document/Registration Number: n/a

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by each foreign business entity that is a party to the merger in accordance with all applicable statutes.

FIFTH: The surviving entity is not incorporated, organized, or otherwise formed under the laws of the state of Florida.

INSTRUMENTS PREPARED BY:

MICHAEL BARRON, ESQ.

MASS. BAR # 545901

PEABODY & BROWN

101 Federal Street

Boston, Mass. 02110

(305) 374.3800

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SIXTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SEVENTH: The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

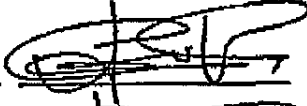

EIGHTH: Consent of the stockholders of the surviving entity is not required.

NINTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

TENTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

ELEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

TWELFTH: Signature(s) for Each Party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
<u>Multiflow Technologies, L.C.</u>		<u>Abraham Gubman</u>
<u>Multiflow Technologies, Inc.</u>		<u>Abraham Gubman</u>

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger made as of May 3, 1999, by and between Multiflow Technologies, L.C., a Florida limited liability company ("Multiflow LC"), and Multiflow Technologies, Inc., a Delaware corporation ("Multiflow, Inc.");

WITNESSETH THAT:

WHEREAS, Multiflow LC has determined that it is in its best interest to reorganize as a corporation in order to increase its access to the capital markets and to enhance its business development;

WHEREAS, the parties desire that Multiflow LC be merged with and into Multiflow, Inc., with Multiflow, Inc. as the surviving entity, pursuant to the laws of the State of Florida and the State of Delaware;

WHEREAS, the parties intend the merger to be treated as a transfer of assets of Multiflow LC to Multiflow, Inc. qualified under Section 351 of the Internal Revenue Code of 1986, as amended (the "Code"), followed by a liquidation of Multiflow Technologies, L.C. in accordance with Section 721 of the Code;

WHEREAS, the authorized Membership Interests of Multiflow LC consist of 8750 units of Class A Membership Units, par value \$.01, of which 8712 units are currently issued and outstanding and 1250 units of Class B Membership Units, \$.01 par value, of which no units are issued and outstanding;

WHEREAS, the authorized capital stock of Multiflow, Inc. consists of 10,000,000 shares of Common Stock, \$.001 par value per share, of which no shares are currently issued and outstanding and 3,850,001 shares of Series A Preferred Stock, \$.001 par value per share, of which no shares are currently issued and outstanding;

NOW, THEREFORE, in consideration of the premises and the mutual benefits to be derived from this Agreement, the parties hereby agree upon the following terms and conditions of merger:

1. Multiflow LC shall be merged with and into Multiflow, Inc. and Multiflow, Inc. shall be the surviving entity of the merger. The effective date of the merger (the "Effective Date") shall be the later of the date of the filing of Articles of Merger with the Secretary of State of the State of Florida or the date of filing of a Certificate of Merger with the Secretary of State of the State of Delaware.

2. The certificate of Incorporation, including the corporate purposes and authorized capital stock, and the By-Laws, directors and officers of the surviving corporation shall be those of Multiflow, Inc. as of the Effective Date. The sole director of Multiflow, Inc. shall be Abraham Gutman and Abraham Gutman shall serve as President, Treasurer and Secretary of Multiflow, Inc.

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3. Immediately prior to the merger becoming effective, Voting Trust Agreement II between Abraham Gutman, as voting trustee, and Barbara Gutman, dated as of July 31, 1998 shall be revoked and terminated and shall have no further force or effect:

4. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Multiflow LC shall be transferred to, vested in and devolve upon Multiflow, Inc. without further act or deed, and all property, rights and every other interest of Multiflow LC shall be as effectively the property of Multiflow, Inc. as they were of Multiflow LC. The rights of creditors or any liens upon property of Multiflow LC shall not in any manner be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause existing against such limited liability company, or any director, officer or member thereof, as the case may be, be released or impaired by the merger, but Multiflow, Inc. shall be deemed to have assumed and shall be liable for, all liabilities and obligations of Multiflow LC in the same manner and to the same extent as if Multiflow, Inc. had itself incurred such liabilities or obligations. Multiflow LC hereby agrees from time to time, as and when requested by Multiflow, Inc. or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken all such further or other action as Multiflow, Inc. may deem necessary or desirable in order to vest in and confirm to Multiflow, Inc. title to and possession of any property acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof, and the proper officers and directors of Multiflow LC and Multiflow, Inc. are fully authorized in the name of Multiflow LC or otherwise to take any and all such action.

5. The manner of converting the outstanding Membership Interests of Multiflow LC into shares of capital stock of Multiflow, Inc. shall be as follows:

First, eight hundred seventy six and 67/100s shares of Series A Preferred Stock, \$.001 par value per share, shall be issued to the following members of Multiflow LC for each of the Membership Interests of Multiflow LC indicated below:

<u>Member</u>	<u>Membership Interests Exchanged</u>	<u>Number of Shares of Series A Preferred Stock To Be Issued</u>
Paine Webber for the benefit of Harold Schwartz, #13-263-8156	300	263,000
Gutman I Limited Partnership	112	98,180

Second, three hundred ninety seven and 59/100s shares of Common Stock, \$.001 par value per share of Multiflow, Inc. shall be issued to the following Members

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of Multiflow LC for each of the Membership Interests of Multiflow LC listed below:

<u>Member</u>	<u>Membership Interests Exchanged</u>	<u>Number of Shares of Common Stock to Be Issued</u>
Abraham Gutman	3,735	1,485,000
Gutman II Limited Partnership	830	220,000
Barbara Gutman	3,735	1,485,000

Each Member of Multiflow LC shall be entitled, on or after the Effective Date, to obtain from Multiflow, Inc. a duly executed certificate representing the number of Series A Preferred Stock and Common Stock of Multiflow, Inc. to which the Member is entitled hereunder.

Each certificate representing shares of Series A Preferred Stock shall bear the following legends:

"The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended, and may not be offered, sold or otherwise transferred, pledged or hypothecated unless and until such shares are registered under such Act or an opinion of counsel satisfactory to the Company is obtained to the effect that such registration is not required."

"The shares of stock represented by this certificate are subject to certain voting agreements as set forth in a Stockholder's Voting Agreement, as amended from time to time, by and among the registered owner of this certificate, the Company and certain other Stockholders of the Company, a copy of which is available for inspection at the offices of the Secretary of the Company."

"The sale or other disposition of any of the shares represented by this certificate is restricted by a Right of First Refusal and Co-Sale Agreement, as amended from time to time, among certain of the shareholders of this corporation and this corporation (the "Agreement"). A copy of the Agreement is available for inspection during normal business hours at the principal executive office of this corporation."

The certificates representing shares of Series A Preferred Stock issued to Abraham Gutman shall bear the following legend in addition to the aforementioned:

"The shares represented by this certificate are subject to restrictions on transfer and may not be sold, exchanged transferred, pledged, hypothecated or otherwise, disposed of except in accordance with all the terms and conditions of a certain Stock Restriction Agreement dated as of May 3, 1999, a copy of which the Company will furnish to the holder of this certificate upon request and without charge."

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Each certificate representing shares of Common Stock shall bear the following legend:

"The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended, and may not be offered, sold or otherwise transferred, pledged, or hypothecated unless and until such shares are registered under such Act or an opinion of counsel satisfactory to the Company is obtained to the effect that such registration is not required.

The certificates representing shares of Common Stock issued to Abraham Gutman shall bear the following legend as well:

"The shares represented by this certificate are subject to restrictions on transfer and may not be sold, exchanged, transferred, pledged, hypothecated or otherwise disposed of except in accordance with and subject to all the terms and conditions of a certain Stock Restriction Agreement dated as of May 8, 1999, a copy of which the Company will furnish to the holder of this certificate upon request and without charge."

6. The manner of converting the securities subject to options to purchase Membership Interests of Multiflow LC from Class B Membership Units to capital stock of Multiflow, Inc. shall be as follows:

One thousand shares of Common Stock, \$.001 par value per share, of Multiflow Technologies, Inc. at an exercise price of \$.001 per share of such Common Stock for each Class B Membership Unit subject to the options to purchase Class B Membership Units at an exercise price of \$1.00 per single percentage point of the total Membership Interests of Multiflow LC granted to the following holders of options to purchase Membership Interests of Multiflow LC (each an "Optionee"):

<u>Optionee</u>	<u>Underlying Class B Membership Units</u>	<u>Number of Shares of Common Stock Class B Membership Units Converted Into</u>
Brigham Bell	100	100,000
Glen Diener	300	300,000
Steve Harnden	100	100,000
Mark Propp	200	200,000

7. Multiflow, Inc., as the surviving corporation of the merger, may be sued in the State of Florida for any prior obligations of either of the constituent entities, and hereby appoints the Secretary of State of the State of Florida as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes.

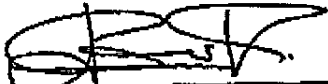
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed on their behalf by their duly authorized representatives all as of the date first written above.

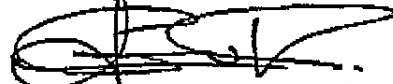
MULTIFLOW TECHNOLOGIES L.C.
a Florida limited liability company

By: 
Abraham Gutman

By: _____

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MULTIFLOW TECHNOLOGIES, INC.
a Delaware corporation

By: 
Abraham Gutman

By: _____

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