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October 6, 1999

Via Federal Express #813987480989

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100003008781--0

-10/07/99--01078--001

*****35.00 *****35.00

100003008781--0

-10/14/99--01032--001

*****15.00 *****15.00

RE: Oration Consulting Group, LLC

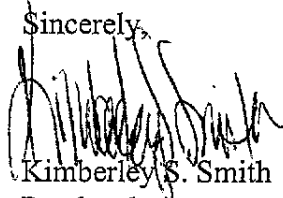
Dear Sir or Madam:

Enclosed for filing with your office are two (2) original Articles of Merger with the Agreement and Plan of Merger attached as Exhibit A.

I have included a check in the amount of \$35.00 for the required filing fee.

Please file the enclosed accordingly and return one of the originals, file-stamped, to my attention using the self-addressed stamped envelope provided.

Sincerely,


Kimberley S. Smith
Paralegal

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TALLAHASSEE FLORIDA

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Enclosures

c: Ora L. Vella
William J. Keating, Jr.
Stephen M. Sager

ARTICLES OF MERGER
Merger Sheet

MERGING:

ORATION CONSULTING GROUP, LLC, an Ohio Limited Liability Company

into

ORATION CONSULTING GROUP, LLC, a Florida entity L99000005137

File date: October 14, 1999

Corporate Specialist: Lee Rivers

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TALLAHASSEE FLORIDA

**ARTICLES OF MERGER OF
ORATION CONSULTING GROUP, LLC, an Ohio limited liability company
into
ORATION CONSULTING GROUP, LLC, a Florida limited liability company**

Pursuant to the provisions of Sections 608.438 et seq. of the Florida Limited Liability Company Act the undersigned limited liability companies adopt the following Articles of Merger for the purpose of merging Oration Consulting Group, LLC, an Ohio limited liability company into Oration Consulting Group, LLC, a Florida corporation:
(Document # L99000005137)

1. The names of the corporations which are parties to the within merger are Oration Consulting Group, LLC, an Ohio limited liability company and Oration Consulting Group, LLC, a Florida corporation. Oration Consulting Group, LLC, a Florida corporation, is the surviving entity.
2. On the 31st day of August, 1999, the plan of merger attached hereto as Exhibit A was approved by the members of each of the undersigned limited liability companies in the manner prescribed by the Florida Limited Liability Company Act and the Ohio Limited Liability Company Act.
3. The surviving limited liability company is not managed by one or more managers.

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ORATION CONSULTING GROUP, LLC,
an Ohio limited liability company

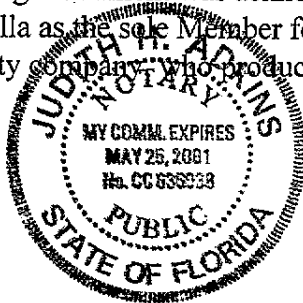
By: Ora L. Vella
Name: Ora L. Vella
Title: Member

ORATION CONSULTING GROUP, LLC,
a Florida limited liability company

By: Ora L. Vella
Name: Ora L. Vella
Title: Member

STATE OF Florida)
COUNTY OF St. John) SS.

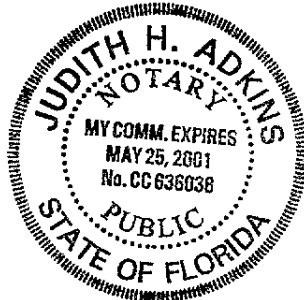
The foregoing instrument was acknowledged before me this 1 day of September, 1999, by Ora L. Vella as the sole Member for ORATION CONSULTING GROUP, LLC, an Ohio limited liability company, who produced FL DL # V400652416270 as identification. Exp. 4-7-05



Judith H. Adkins
Notary Public, State of Florida
My Commission Expires:
Seal or Stamp:

STATE OF Florida)
COUNTY OF St. John) SS.

The foregoing instrument was acknowledged before me this 1 day of October, 1999, by Ora L. Vella as the sole Member for ORATION CONSULTING GROUP, LLC, a Florida limited liability company, who produced FL DL # V400652416270 as identification. Exp. 4-7-05



Judith H. Adkins
Notary Public, State of Florida
My Commission Expires:
Seal or Stamp:

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made effective the 31st day of August 1999 between ORATION CONSULTING GROUP, LLC, an Ohio limited liability company ("Merging Company") and ORATION CONSULTING GROUP, LLC, a Florida limited liability company ("Surviving Company").

WHEREAS, the respective members of Merging Company and Surviving Company (hereinafter sometimes collectively referred to as the "Constituent Companies") have approved the merger of Merging Company with and into Surviving Company upon the terms and conditions set forth herein (the "Merger").

NOW, THEREFORE, in accordance with section 608.438 of the Florida Limited Liability Company Act and section 1705.37 of the Ohio Limited Liability Company Act, the parties to this Agreement, in consideration of the mutual covenants, agreements and conditions set forth herein, do hereby prescribe the following terms and conditions of said Merger and the manner of effectuating the same:

ARTICLE 1.

MERGER OF MERGING COMPANY WITH AND INTO SURVIVING COMPANY

1.1 On the Effective Date (as hereinafter defined), Merging Company shall be merged with and into Surviving Company, which shall be the surviving entity to the Merger and which shall continue in its existence under the laws of the State of Florida under the name "Oration Consulting Group, LLC". The location of the principal office of the Surviving Company is:

7032 Cypress Bridge Circle
Ponte Vedra Beach, Florida 32082

1.2 This Agreement and such supporting documents as are required shall be filed as promptly as possible with the Secretary of State of Florida and the Secretary of State of Ohio, and the date and time of such last filing shall be the effective date of the Merger (the "Effective Date").

ARTICLE 2.

CANCELLATION OF SHARES

2.1 On and as of the Effective Date, each membership interest in Merging Company shall be canceled by the Merger.

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2.2 The membership interests in Surviving Company shall be unaffected by the Merger and all present membership interests in Surviving Company shall remain the membership interests of the Surviving Company immediately after the Effective Date of the Merger.

2.3 There is only one member of each the Merging Company and Surviving Company which shall remain the sole member of the Surviving Company.

ARTICLE 3. ---

LEGAL AND FINANCIAL ASPECTS OF THE MERGER

3.1 The Articles of Organization and Operating Agreement of the Surviving Company in effect as of the Effective Date of Merger provided for herein shall continue to be the Articles of Organization and Operating Agreement of the Surviving Company and will otherwise remain unchanged.

ARTICLE 4. ---

EFFECTS OF THE MERGER

4.1 From the Effective Date, the Merger shall have the effects provided by the laws of Ohio and Florida. Without limiting the generality of the foregoing, upon the Effective Date:

i. The separate existence of the Constituent Companies shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the Surviving Company, the member of the Constituent Companies shall execute, acknowledge, and deliver such instruments and do such acts, and for such purposes, the existence of the Constituent Companies and the authority of the member shall continue notwithstanding the Merger.

ii. The Surviving Company shall possess all assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of the Constituent Companies, and all obligations belonging to or due to the Constituent Companies all of which shall be vested in the Surviving Company without further act or deed. Title to any real estate or any interest in the real estate vested in the Constituent Companies shall not ever or in any way be impaired by reason of the Merger.

iii. The Surviving Company shall be liable for all the obligations of the Constituent Companies. Any claim existing, or action or proceeding pending, by or against the Constituent Companies, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Company may be substituted in its place.

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iv. All the rights of creditors of the Constituent Companies shall be preserved unimpaired and all liens upon the property of the Constituent Companies shall be preserved unimpaired on only the property affected by such liens immediately prior to the Effective Date of the Merger.

v. The Surviving Company hereby agrees to be sued and served with process, notices, and demands in the State of Ohio and irrevocably appoints the Secretary of State of the State of Ohio as its agent to accept service of process in any action or proceeding in Ohio to enforce against the Surviving Company any obligation of the Constituent Companies or the rights of a dissenting member of the Constituent Companies.

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IN WITNESS WHEREOF, the parties hereunto have caused this Agreement to be executed as of the date first stated above by their duly authorized officers.

ORATION CONSULTING GROUP, LLC, an
Ohio limited liability company

By: Ora L. Vella
Name: Ora L. Vella
Title: Member

ORATION CONSULTING GROUP, LLC, a
Florida limited liability company

By: Ora L. Vella
Name: Ora L. Vella
Title: Member

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