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CT Corporation System
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Tallahassee, FL 32301
Tel 850 222 1092
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CORPORATION(S) NAME

Netera-Savant, L.L.C.

Merging: Savant Consulting Services Corporation

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
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FILE SECOND

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SAVANT CONSULTING SERVICES CORPORATION, A FLORIDA
CORPORATION

,

into

NETERA-SAVANT, L.L.C., a Delaware entity M00000001200

File date: November 5, 1999

Corporate Specialist: Gretchen Harvey

ARTICLES OF MERGER OF
SAVANT CONSULTING SERVICES CORPORATION
a Florida corporation

WITH AND INTO

NETERA-SAVANT, L.L.C.
a Delaware limited liability company

(Pursuant to Section 607.1109 of the Florida 1989 Business Corporation Act)

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

<u>Name & Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Savant Consulting Services Corporation ("Savant") 1112 Weston Road, Suite 205 Ft. Lauderdale, FL 33326	Florida <i>P97-89618</i>	Corporation

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

<u>Name & Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Netera-Savant, L.L.C. ("Netera-Savant") 1000 Westlakes Drive, Suite 150 Berwyn, PA 19312	Delaware <i>F99-5776</i>	Limited Liability Company

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, between the parties to the merger has been approved, executed, acknowledged, adopted and certified by the limited liability company and constituent corporation in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1108 of the Florida 1989 Business Corporation Act.

FOURTH: Netera-Savant hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48 of the Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

FIFTH: Netera-Savant agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida 1989 Business Corporation Act.


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

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

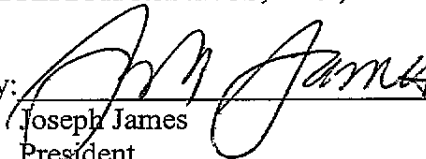
EIGHTH: The Articles of Merger comply and were executed in accordance with Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1109 of the Florida 1989 Business Corporation Act.

SAVANT CONSULTING SERVICES
CORPORATION, a Florida corporation

By: 
Joseph James
President

NETERA-SAVANT, L.L.C., a Delaware limited
liability company

By: NETERA HOLDINGS, INC., Its Sole Member

By: 
Joseph James
President

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
SAVANT CONSULTING SERVICES CORPORATION
a Florida corporation
INTO
NETERA-SAVANT, L.L.C.
a Delaware limited liability company**

This AGREEMENT AND PLAN OF MERGER is entered into as of October 28, 1999 by and between Savant Consulting Services Corporation, a Florida corporation ("Savant"), and Netera-Savant, L.L.C., a Delaware limited liability company ("Netera-Savant").

WITNESSETH:

WHEREAS, the Board of Directors of Savant and the sole member of Netera-Savant deem it advisable and in the best interests of each entity that Savant be merged with and into Netera-Savant (the "Merger") as permitted by law;

NOW, THEREFORE, in consideration of the premises, covenants and agreements contained herein, the parties hereto agree and covenant as follows:

1. **Merger:** On the Effective Date (as hereinafter defined), Savant shall be merged with and into Netera-Savant, with Netera-Savant continuing its existence and being the "Surviving Limited Liability Company." From and after the Merger, the corporate existence of Savant will terminate, all of its rights, privileges and immunities shall be merged into Netera-Savant and Netera-Savant shall as the Surviving Limited Liability Company, be fully vested therewith.
2. **Certificate of Formation:** The Certificate of Formation of Netera-Savant as in effect immediately preceding the Effective Date shall remain in effect as the Certificate of Formation of the Surviving Limited Liability Company.
3. **Limited Liability Company Agreement:** The Limited Liability Company Agreement of Netera-Savant as in effect immediately preceding the Effective Date shall remain in effect as the Limited Liability Company Agreement of the Surviving Limited Liability Company.
4. **Officers:** The officers of Netera-Savant shall remain the officers of the Surviving Limited Liability Company.
5. **Conversion of Shares:** No shares, membership interests or any other consideration shall be issued or paid by Netera-Savant for the shares of Savant. On the Effective Date, each share of Savant capital stock outstanding immediately prior to the Merger shall cease to exist and be cancelled.

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6. **State Filings:** The proper officers of Savant and Netera-Savant shall make and execute the appropriate certificates or articles of merger, and such other documents, as are required by the State of Delaware and the State of Florida to effectuate the Merger and to cause the same to be filed, in the manner provided by law, with the appropriate state offices.

7. **Effective Date:** The Merger provided for by this Plan shall become effective ("Effective Date") on the date of filing of the appropriate documents with the Secretaries of State of Delaware and Florida.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger on the day and year first above written.

SAVANT CONSULTING SERVICES
CORPORATION, a Florida corporation

By: _____
Joseph James, President

NETERA-SAVANT, L.L.C., a Delaware limited
liability company

By: NETERA HOLDINGS, INC., its Sole Member

By: _____
Joseph James
President

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TALLAHASSEE FLORIDA

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