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FAX NO.

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Division of Corporations

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**MO1000002249**

**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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**To:**

Division of Corporations

Fax Number : (850) 205-0380

**From:**

Account Name : NATIONAL CORPORATE RESEARCH, LTD.

Account Number : I20000000088

Phone : (800) 221-0102

Fax Number : (212) 564-6083

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE**

**IGE LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

IGE, INC., P01000016125, A FLORIDA CORPORATION

INTO

**IGE LLC**, a Delaware entity, M01000002249

File date: October 4, 2001

Corporate Specialist: Michelle Hodges

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CERTIFICATE OF MERGER  
OF  
IGE, INC.  
AND  
IGE LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under Sections 607.1103 and 607.1108 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act.

1. The constituent business entities participating in the merger herein certified are:
  - (a) IGE, Inc., a corporation which is incorporated under the laws of the State of Florida; and *P01000016125*
  - (b) IGE LLC, a limited liability company which is organized under the laws of the State of Delaware. *M01000002249*
2. The Agreement and Plan of Merger set forth in Exhibit A hereto has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of Sections 607.1103 and 607.1108 of the Florida Business Corporation Act and subsection (b) of Section 18-209 of the Delaware Limited Liability Company Act.
3. The name of the surviving limited liability company in the merger herein certified is IGE LLC with its principal office at 7543 Commerce Center Drive, Orlando, FL 32819. A copy of the Agreement and Plan of Merger is available at the office of IGE LLC.
4. The merger is effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.
5. IGE LLC is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation or the rights of any dissenting shareholder of IGE, Inc. IGE LLC agrees to promptly pay to any dissenting shareholder of IGE, Inc. the amount, if any, to which such shareholder may be entitled under Section 607.1302 of the Florida Business Corporation Act.
6. A copy of the Agreement and Plan of Merger will be furnished by IGE LLC on request and without cost to any shareholder of IGE, Inc.


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IN WITNESS WHEREOF, this certificate has been subscribed as of the 8<sup>th</sup> day of September, 2001 by the undersigned, who affirms under penalties of perjury, that the instrument is the act and deed of the corporation and the limited liability company, and that the facts stated herein are true.

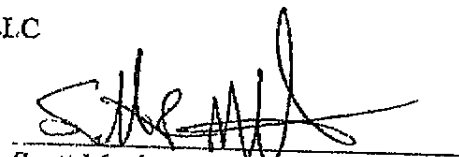
IGE, INC.

By:

  
Scott Matthews, President and  
Chief Executive Officer

IGE LLC

By:

  
Scott Matthews, President and  
Chief Executive Officer

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER  
OF  
IGE, INC.  
AND  
IGE LLC

AGREEMENT AND PLAN OF MERGER, approved on September 8, 2001 pursuant to Sections 607.1103 and 607.1108 of the Florida Business Corporation Act by IGE, Inc., a business corporation of the State of Florida ("IGE Corporation"), and by resolution adopted by its Board of Directors on said date, and approved on September 8, 2001 pursuant to Section 18-209 of the Delaware Limited Liability Company Act by IGE LLC, a limited liability company of the State of Delaware ("IGE LLC"), and in accordance with its Operating Agreement on said date.

WHEREAS, IGE Corporation and IGE LLC and the Board of Directors of IGE Corporation and the sole Member of IGE LLC declare it advisable and to the advantage, welfare, and best interests of said corporation and said limited liability company and their respective stockholders and member to merge IGE Corporation with and into IGE LLC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of IGE Corporation and duly approved by the sole Member of IGE LLC, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in the Agreement set forth.

1. IGE Corporation and IGE LLC shall, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act, be merged with and into a limited liability company, to wit, IGE LLC, which shall be the surviving company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving company," and which shall continue to exist as said surviving company pursuant to the provisions of the Delaware Limited Liability Company Act.

The separate existence of IGE Corporation, which is hereinafter sometimes referred to as the "terminating corporation," shall cease at the said effective time in accordance with the provisions of said Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act.

2. The Operating Agreement of the surviving company, as now in force and effect, shall continue to be the Operating Agreement of said surviving company and said

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Operating Agreement shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

3. The issued capital stock of the terminating corporation shall, at the effective time of the merger, be converted into a share of the limited liability company interests in the sole member of the surviving company. Each shareholder of the terminating corporation shall, at the effective time of the merger, become a Member of the sole member of the surviving company and shall receive a limited liability company interest in the sole member of the surviving company equal to a portion of the authorized capital stock of the terminating corporation owned by such shareholder immediately prior to the effective time of the merger. All issued warrants, options and other rights to purchase capital stock of the terminating corporation shall terminate at the effective time of the merger.

4. In the event that this Agreement and Plan of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving company in accordance with the provisions of the Florida Business Corporation Act and in accordance with the provisions of the Delaware Limited Liability Company Act, the said terminating corporation and the said surviving company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware, the State of Florida and elsewhere to effectuate the merger herein provided for.

5. The Board of Directors and the proper officers of the terminating corporation and the Board of Managers and the proper officers of the surviving company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger or of the merger herein provided for.

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The Management of the Limited Liability Company is as follows:

Philip Colasuonno, 7543 Commerce Center, Dr., Orlando, Fl 32819

Scott Matthews, 7543 Commerce Center, Dr., Orlando, Fl 32819

Carmin Rossillo, 7543 Commerce Center, Dr., Orlando, Fl 32819

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This Agreement and Plan of Merger may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed on behalf of each of the parties thereto.

Dated: \_\_\_\_\_, 2001

IGE, INC.

By: \_\_\_\_\_  
Scott Matthews  
President and Chief Executive Officer

Dated: \_\_\_\_\_, 2001

IGE LLC

By: \_\_\_\_\_  
Scott Matthews  
President and Chief Executive Officer

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