

Division of Corporations

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M 77472

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

School-Link Technologies, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

merger

1/4/02

DC 1/3/2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAFS, INC., a Florida corporation, M77472

INTO

SCHOOL-LINK TECHNOLOGIES, INC., a Delaware entity not qualified in
Florida.

File date: January 3, 2002

Corporate Specialist: Darlene Connell

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Articles of Merger
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
School-Link Technologies, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
CAFS, Inc.	Florida

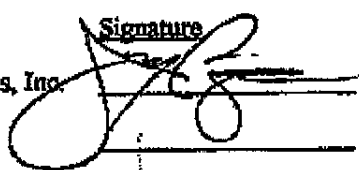
Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 21, 2001 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the board of directors of the merging corporation on December 21, 2001 and shareholder approval was not required.

Seventh: Signatures of the surviving and merging corporations:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
School-Link Technologies, Inc.		James M. Carrigan, President
CAFS, Inc.		Lawrence M. Goodman, III, President

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Articles of Merger
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
School-Link Technologies, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
CAFS, Inc.	Florida


Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 21, 2001 and shareholder approval was not required.

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<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
School-Link Technologies, Inc.		James M. Carrigan, President
CAFS, Inc.		Lawrence M. Goodman, III, President

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Plan of Merger
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.1104 of the Florida Business Corporation Act, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the parent corporation is:

<u>Name</u>	<u>Jurisdiction</u>
School-Link Technologies, Inc.	Delaware

The name and jurisdiction of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
CAFS, Inc.	Florida

2. The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

(a) Each share of stock of the subsidiary corporation that is issued and outstanding prior to the effective time of the merger shall be cancelled upon the effective time of the merger; and

(b) Each share of stock of the parent corporation that is issued and outstanding prior to the effective time of the merger shall remain issued and outstanding and unaffected upon the effective time of the merger.

3. The sole shareholder of the subsidiary corporation would would have been entitled to vote and dissent from the merger pursuant to section 607.1320 of the Florida Business Corporation Act except for the applicability of section 607.1320 of the Florida Business Corporation Act may be entitled to be paid the fair value of its shares, if it complies with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders.

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4. Other provisions relating to the merger are as follows:

(a) All of the estate, property, rights, privileges, powers and franchises of the subsidiary corporation be vested in and held and enjoyed by the parent corporation as fully and entirely and without change or diminution as the same were held and enjoyed by the subsidiary corporation in its name;

(b) The Certificate of Incorporation and the Bylaws of the parent corporation as in effect immediately prior to the effective time of the merger shall be the Certificate of Incorporation and the Bylaws of the parent corporation from and after the effective time of the merger;

(c) The members of the Board of Directors and officers of the parent corporation immediately prior to the effective time of the merger shall be the members of the Board of Directors and the corresponding officers of the parent corporation from and after the effective time of the merger; and

(d) From and after the effective time of the merger, the assets and liabilities of the parent corporation and the subsidiary corporation shall be entered on the books of the parent corporation at the amounts at which they shall be carried at such time on the respective books of the parent corporation and the subsidiary corporation, subject to such intercorporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of the parent corporation, in accordance with generally accepted accounting principles, the capital and surplus of the parent corporation shall be equal to the capital and surplus of the parent corporation and the subsidiary corporation.

* * *

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