

N93000003013

FAEGRE & BENSON LLP

2200 NORWEST CENTER, 90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901

TELEPHONE 612-336-3000
FACSIMILE 612-336-3026

September 25, 1998

RECEIVED DATE
10/1/98

FILED
98 SEP 28 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JOHN E. HARRIS
jharris@faegre.com
612/336-3023

Florida Department of State
ATTN: Amendment Filing Section
409 East Gaines
Tallahassee, FL 32399

BY UPS OVERNIGHT

Re: Merger of NBI, Inc. into NBI-SEMS, INC.

Dear Reader:

200002650132--8
-09/28/98--01090--001
*****70.00 *****70.00

Enclosed are duplicate executed copies of the Agreement and Plan of Merger and Articles of Merger in the above matter. Pursuant to the Agreement and Plan of Merger, NBI, Inc., a Florida not for profit corporation, will be merged into and succeeded by NBI-SEMS, INC., a Wisconsin nonstock corporation. As stated in the Agreement and Plan of Merger, *the merger is to be effective on October 1, 1998*. Signed duplicate copies of the Articles of Merger and Agreement and Plan of Merger have also been filed with the Wisconsin Department of Financial Institutions.

NBI-SEMS, INC., the surviving corporation in the merger, will not conduct its affairs in the State of Florida, and, for that reason, will not have a registered office or a registered agent in the State of Florida.

Enclosed is our check made payable to the Florida Department of State in the amount of \$70 in payment of the filing fee in this matter as set forth in Florida Statutes section 617.0122.

Please return a copy of the filed documents to me using the enclosed stamped self-addressed envelope.

If you have any questions about this matter, please contact the undersigned at the above direct dial number, or (800) 328-4393.

Very truly yours,

VS OCT 6 1998

John E. Harris

Merger

JEH:srg: M1:419993.01
Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

NBI, INC. a Florida corporation, N93000003013

INTO

NBI-SEMS, INC., a Wisconsin corporation not qualified in Florida.

File date: September 28, 1998, effective October 1, 1998

Corporate Specialist: Velma Shepard

Account number: 200002650132

Account charged: 70.00

ARTICLES OF MERGER

FILED

98 SEP 28 AM 9:07

EFFECTIVE DATE
10/1/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being, respectively, the President and Secretary of NBI-SEMS, INC., a Wisconsin nonstock corporation, and NBI, Inc., a Florida not for profit corporation, do hereby certify that:

1. The Agreement and Plan of Merger between NBI-SEMS, INC., a Wisconsin nonstock corporation, and NBI, Inc., a Florida not for profit corporation, attached hereto was approved by the unanimous action of all of the members of the Boards of Directors of each of said corporations and submitted to a vote of the voting members of each of said corporations at a meeting held on September 23, 1998, and that said Agreement and Plan of Merger was unanimously approved by all of the voting members of each of said corporations at such meeting.

2. The total number of members of voting rights of NBI-SEMS, INC., a Wisconsin nonstock corporation, and of NBI, Inc., a Florida not for profit corporation, is two; the members of said corporations are the same two persons; both of such members were present in person at the meeting at which the Agreement and Plan of Merger was adopted; and both of such members voted for the adoption of such Agreement and Plan of Merger.

3. As to each of said corporations, the county in which its principal office is located is Eau Claire County, Wisconsin. The registered office of NBI, Inc., a Florida nonstock corporation, is located in Hillsborough County, Florida.

4. The effective date of the merger is October 1, 1998.

Dated: September 24, 1998.

Margaret Waldhart-Larsen
Margaret Waldhart-Larsen, President
NBI-SEMS, INC., a Wisconsin nonstock
corporation; and
NBI, Inc., a Florida not for profit corporation

Roger Amundson
Roger Amundson, Secretary
NBI-SEMS, INC., a Wisconsin nonstock
corporation; and
NBI, Inc., a Florida not for profit corporation

STATE OF WISCONSIN)
) ss.
COUNTY OF EAU CLAIRE)

The foregoing instrument was acknowledged before me this 24th day of September, 1998, by MARGARET WALDHART-LARSEN, the President of NBI-SEMS, INC., a Wisconsin nonstock corporation, and NBI, INC., a Florida not for profit corporation, on behalf of the corporation.

Deborah C. Smith
Notary Public

Deborah C. Smith
Notary Public
State of Wisconsin

STATE OF WISCONSIN)
) ss.
COUNTY OF EAU CLAIRE)

The foregoing instrument was acknowledged before me this 24th day of September, 1998, by ROGER AMUNDSON, the Secretary of NBI-SEMS, INC., a Wisconsin nonstock corporation and NBI, INC., a Florida not for profit corporation, on behalf of the corporation.

Deborah C. Smith
Notary Public

Deborah C. Smith
Notary Public
State of Wisconsin

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated September 24, 1998, by and between NBI-SEMS, INC., a Wisconsin nonstock corporation ("NBI Wisconsin") and NBI, Inc., a Florida not for profit corporation ("NBI Florida"),

WITNESSETH:

WHEREAS, NBI Wisconsin is a Wisconsin nonstock corporation organized under and subject to the provisions of Wisconsin Statutes, Chapter 181, and NBI Florida is a Florida not for profit corporation organized under and subject to the provisions of the Florida Not for Profit Corporation Act, Florida Statutes, Chapter 617, and

WHEREAS, NBI Wisconsin and NBI Florida have members with voting rights, and

WHEREAS, NBI Wisconsin and NBI Florida are each organized exclusively for religious, charitable and educational purposes, and

WHEREAS, NBI Florida does not conduct any of its affairs in the State of Florida and maintains its principal, and only, office in the State of Wisconsin, and

WHEREAS, NBI Wisconsin and NBI Florida, and their respective voting members, deem it to be in the best interests of the corporations that NBI Florida be merged into NBI Wisconsin;

NOW, THEREFORE, NBI Wisconsin and NBI Florida hereby agree upon and prescribe to the terms and conditions of the merger and the manner it will be effected, as follows:

EFFECT OF THE MERGER

1. Upon the effective date of the merger, NBI Florida shall be merged into NBI Wisconsin, and NBI Wisconsin shall be the surviving corporation. The name of the surviving corporation shall be "NBI-SEMS, INC."

2. Subject to the provisions of Wisconsin Statutes, section 181.47, the separate existence of NBI Florida shall cease upon the effective date of the merger.

ARTICLES OF INCORPORATION; RIGHTS OF MEMBERS

3. The Articles of Incorporation of NBI Wisconsin shall be the Articles of Incorporation of the surviving corporation without any changes taking effect at the effective date of the merger.

4. The voting rights and privileges of the voting members of NBI Wisconsin and NBI Florida are identical. Such voting rights and privileges shall continue as provided in the Articles of Incorporation and Bylaws of NBI Wisconsin as the surviving corporation.

APPROVAL OF AGREEMENT AND PLAN OF MERGER

5. This Agreement and Plan of Merger has been approved by all of the members of the Boards of Directors of NBI Wisconsin and NBI Florida and by all of the voting members of NBI Wisconsin and NBI Florida.

EFFECTIVE DATE OF THE MERGER

6. The parties hereto shall cause this Agreement and Plan of Merger to be filed for record in the office of the Department of Financial Institutions of the State of Wisconsin and the Secretary of State of the State of Florida, and the merger contemplated

herein shall become effective at 12:01 a.m. on October 1, 1998. For purposes of this Agreement, the term "effective date of the merger" means the time specified in the preceding sentence.

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be executed by their officers as of the day and year first above written.

NBI-SEMS, INC.,
a Wisconsin nonstock corporation

By Margaret Waldhart-Larsen
Its: President

And Roger Smith
Its: Secretary

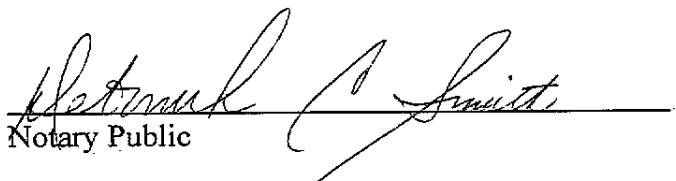
NBI, INC.,
a Florida nonstock corporation

By Margaret Waldhart-Larsen
Its: President

And Roger Smith
Its: Secretary

STATE OF WISCONSIN)
) ss.
COUNTY OF EAU CLAIRE)

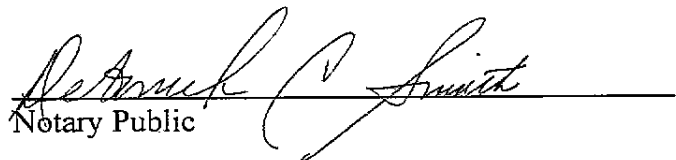
The foregoing instrument was acknowledged before me this 24th day of September, 1998, by MARGARET WALDHART-LARSEN, the President, and by ROGER AMUNDSON, the Secretary, of NBI-SEMS, INC., a Wisconsin nonstock corporation, on behalf of the corporation.


Notary Public

Deborah C. Smith
Notary Public
State of Wisconsin

STATE OF WISCONSIN)
) ss.
COUNTY OF EAU CLAIRE)

The foregoing instrument was acknowledged before me this 24th day of September, 1998, by MARGARET WALDHART-LARSEN, the President, and by ROGER AMUNDSON, the Secretary, of NBI, INC., a Florida nonstock corporation, on behalf of the corporation.


Notary Public

Deborah C. Smith
Notary Public
State of Wisconsin