

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

CYBER ISLAND SYSTEMS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CYBER ISLAND SYSTEMS ACQUISITION CORP., a Florida corporation,
document number P00000117664

INTO

CYBER ISLAND SYSTEMS, INC., a Florida entity, P00000004951

File date: January 24, 2001

Corporate Specialist: Karen Gibson

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 24, 2001

CYBER ISLAND SYSTEMS, INC.
950 NORTH COLLIER BOULEVARD
SUITE 201
MARCO ISLAND, FL 34145

SUBJECT: CYBER ISLAND SYSTEMS, INC.
REF: P00000004951

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

IN THE HEADING, PLEASE ADD A COMMA TO THE CORPORATE NAME.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER
OF
CYBER ISLAND SYSTEMS, INC.
AND
CYBER ISLAND SYSTEMS ACQUISITION CORP.

The following articles of merger are submitted in accordance with the provisions of the Florida Business Corporation Act.

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

<u>Name</u>	<u>Jurisdiction</u>
Cyber Island Systems, Inc.	Florida corporation

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Cyber Island Systems Acquisition Corp.	Florida

THIRD: Attached hereto as Annex A is the Plan of Merger (the "Plan of Merger").

FOURTH: The merger shall become effective on the date on which these articles of merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted and approved by the board of directors and shareholders of the surviving corporation on January 17, 2001.

SIXTH: The Plan of Merger was adopted and approved by the board of directors and shareholder of the merging corporation on January 17, 2001.

Executed on January 17, 2001.

CYBER ISLAND SYSTEMS, INC.

By: William H. Ford
William H. Ford
President

CYBER ISLAND SYSTEMS
ACQUISITION CORP.

By: Adam D. Lehrhoff
Adam D. Lehrhoff
President

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Annex A

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, F.S.:

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

<u>Name</u>	<u>Jurisdiction</u>
Cyber Island Systems, Inc.	Florida corporation

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Cyber Island Systems Acquisition Corp.	Florida

THIRD: The other terms and conditions of the merger are as follows: As of the effective time of the filing of the Articles of Merger, the merging corporation shall be merged with and into the surviving corporation, the separate corporate existence of the merging corporation shall cease, and the surviving corporation shall continue as the surviving corporation.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation are as follows:

On the effectiveness of the merger:

(a) each issued and outstanding share of capital stock of the surviving corporation shall cease to be outstanding and shall be converted into the right to receive 0.007 shares of Series B Preferred Stock, par value \$.01 per share, of Nemex Inc., a New Jersey corporation; and

(b) each issued and outstanding share of common stock of the merging corporation shall be converted into and exchangeable for one share of common stock, par value \$.01 per share, of the Surviving Corporation.

FIFTH: The articles of incorporation of the surviving corporation are hereby amended as follows:

Article III is hereby amended and restated to read in its entirety as follows:

"ARTICLE III. CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of Common Stock, par value \$.01 per share."

[End of Plan of Merger]

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