

ARTICLES OF MERGER
Merger Sheet

MERGING:

ECOS GROUP, INC. doing business in Florida as ECOS GROUP, INC. OF
COLORADO, a Colorado corp., F93000001393

INTO

ECOS GROUP/FLORIDA, INC. which changed its name to

ECOS GROUP, INC., a Florida entity, P00000012072

File date: March 2, 2000

Corporate Specialist: Susan Payne

P00000012072

MAR-02-00 12:04PM FROM-

T-111 P.01 F-512

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000008531 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: **Susan Payne**
Division of Corporations
Fax Number : (850) 922-4000

From: Angelica M. Calabrese
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

FILED
00 MAR -2 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 MAR -2 PM 12:25

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ECOS GROUP/FLORIDA, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 7 |
| Estimated Charge | \$78.75 |

19741-99165

S. PAYNE MAR 2 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 2000

ECOS GROUP/FLORIDA, INC.
14505 COMMERCE WAY #400
MIAMI LAKES, FL 33016

SUBJECT: ECOS GROUP/FLORIDA, INC.
REF: P00000012072

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 merger indicates that the Colorado corporation was administratively dissolved in Colorado in 1997. Our records indicate that the corporation is still an active corporation on our records having filed yearly reports for both 1998 and 1999. Please forward a letter along with the merger indicating that the State of Colorado allows a corporation to merge even if it is administratively dissolved.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

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

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H00000008531
Letter Number: 900A00010288

FAX AUDIT No. H00000008531 6

AKERMAN SENTERFITT

ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE, 28TH FLOOR
MIAMI, FLORIDA 33131-1714
PHONE (305) 374-5600 • FAX (305) 374-5095
<http://www.akerman.com>

March 2, 2000

Susan Payne
Senior Section Administrator
Florida Department of State, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ECOS Group/Florida, Inc.
REF: P00000012072

Dear Ms. Payne:

As per our telephone conversation earlier today, we are refileing the Articles of Merger of ECOS Group, Inc., an administratively dissolved Colorado corporation dissolved in 1997, with and into ECOS Group/Florida, Inc., a Florida corporation. As per your request set forth in the letter dated February 25, 2000 (a copy of which is enclosed), we have included an exhibit to the Articles of Merger indicating the names, titles and addresses of the officers and directors of the surviving corporation whose name will be changed to ECOS Group, Inc. as of the effective date and as part of the Articles of Merger.

For your reference, we are also enclosing a copy of the Articles of Merger which were filed with the Colorado Secretary of State on March 1, 2000 and stamped "filed". This document should serve as satisfactory evidence that the State of Colorado allows a corporation to enter into a merger even if it has been administratively dissolved.

Please do not hesitate to contact the undersigned at (305) 374-5600 extension 4781 if you have any questions concerning the foregoing or require additional information.

Sincerely,


Nidia Perez, Esq.

AKERMAN, SENTERFITT & EIDSON, P.A.

FORT LAUDERDALE • JACKSONVILLE • ORLANDO • TALLAHASSEE • TAMPA • WEST PALM BEACH
FAX AUDIT No. H00000008531 6

00 MAR -2 PM 2: 01

FAX AUDIT No.H00000008531 6

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
ECOS GROUP, INC., AN ADMINISTRATIVELY DISSOLVED
COLORADO CORPORATION, DISSOLVED IN 1997
WITH AND INTO
ECOS GROUP/FLORIDA, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), ECOS Group, Inc., an administratively dissolved Colorado corporation, dissolved in 1997 ("Parent"), and ECOS Group/Florida, Inc., a Florida corporation ("Subsidiary"), do hereby adopt the following Articles of Merger for the purpose of merging Parent with and into Subsidiary (the "Merger"):

1. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

2. The Agreement and Plan of Merger was approved and adopted by the sole shareholder and Board of Directors of the Subsidiary by unanimous written consent, dated February 3, 2000, in accordance with the Act.

3. The Agreement and Plan of Merger was approved and adopted by the shareholders of the Parent at a special meeting of shareholders held on February 22, 2000 and by the Board of Directors of the Parent at a meeting of the Board of Directors held on January 19, 2000, in accordance with the applicable laws of the State of Colorado.

4. The Merger shall become effective immediately upon the later of the filing of articles of merger with the Secretary of State of the State of Colorado in accordance with the Colorado Business Corporation Act and the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the Act.

5. Pursuant to Section 607.1104 of the Act, the sole shareholder of Subsidiary has waived, in writing, any and all applicable mailing requirements.

6. As of the effective date and as part of these Articles of Merger, the Subsidiary's name shall be changed to "ECOS Group, Inc."

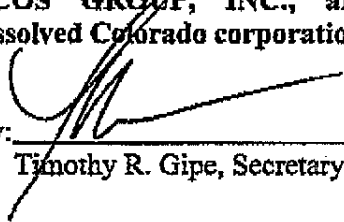
7. A list of the names, titles and addresses of the officers and directors of the Subsidiary is attached hereto as Exhibit "B".

FAX AUDIT No.H00000008531 6

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 24th day of February, 2000.

PARENT:

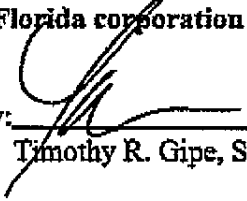
ECOS GROUP, INC., an administratively dissolved Colorado corporation, dissolved in 1997

By: 

Timothy R. Gipe, Secretary

SUBSIDIARY:

ECOS GROUP/FLORIDA, INC.,
a Florida corporation

By: 

Timothy R. Gipe, Secretary

MAR-02-00 12:05PM FROM-

T-111 P.06/18 F-512

FAX AUDIT No.H00000008531 6

EXHIBIT "A"

FAX AUDIT No.H00000008531 6

Agreement and Plan of Merger

This Agreement and Plan of Merger, dated February 4, 2000 (the "Agreement"), is entered into between ECOS Group, Inc., an administratively dissolved Colorado corporation, dissolved in 1997 ("ECOS-Colorado"), and ECOS Group/Florida, Inc., a Florida corporation ("ECOS-Florida").

Recitals

A. ECOS-Colorado has an aggregate authorized capital of 80,000,000 shares, consisting of 75,000,000 shares of common stock, par value \$.012 per share ("ECOS-Colorado Common Stock"), and 5,000,000 shares of preferred stock, par value \$.001 per share ("ECOS-Colorado Preferred Stock"). Of the ECOS-Colorado Preferred Stock authorized, 1,200,000 shares have been designated as Series A Convertible Preferred Stock and 1,000,000 shares have been designated as Series B Convertible Preferred Stock. On the date hereof, there were 31,021,860 shares of ECOS-Colorado Common Stock issued and outstanding and 1,000,000 shares of Series B Convertible Preferred Stock issued and outstanding. No shares of Series A Convertible Preferred Stock are currently outstanding.

B. ECOS-Florida has an aggregate authorized capital of 80,000,000 shares, consisting of 75,000,000 shares of common stock, par value \$.012 per share ("ECOS-Florida Common Stock"), and 5,000,000 shares of preferred stock, par value \$.001 per share ("ECOS-Florida Preferred Stock"). Of the ECOS-Florida Preferred Stock authorized, 1,200,000 shares have been designated as Series A Convertible Preferred Stock and 1,000,000 shares have been designated as Series B Convertible Preferred Stock. On the date hereof, there were 100 shares of ECOS-Florida Common Stock issued and outstanding and no shares of ECOS-Florida Series A Convertible Preferred Stock and Series B Convertible Preferred Stock issued and outstanding.

C. The respective Boards of Directors of ECOS-Colorado and ECOS-Florida believe that the best interests of ECOS-Colorado and ECOS-Florida and their respective shareholders will be served by the merger of ECOS-Colorado with and into ECOS-Florida under and pursuant to the provisions of this Agreement and the Colorado Business Corporation Law and the Florida Business Corporation Act.

Agreement

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. Merger. ECOS-Colorado shall be merged with and into ECOS-Florida (the "Merger").
2. Effective Date. The Merger shall become effective immediately upon the later of the filing of articles of merger, including this Agreement, with the Secretary of State of Colorado in accordance with Article 7-111-105 and Article 7-111-107 of the Colorado Business Corporation Law

and the filing of articles of merger, including this Agreement, with the Department of State of Florida in accordance with Section 607.1105 of the Florida Business Corporation Act. The time of such effectiveness is hereinafter called the "Effective Date."

3. Surviving Corporation. ECOS-Florida shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of ECOS-Colorado shall cease.

4. Name Of Surviving Corporation. On the Effective Date, the Articles of Incorporation of ECOS-Florida shall be amended to change the name of ECOS-Florida to "ECOS Group, Inc."

5. Articles Of Incorporation. Except with respect to the name change amendment, the Articles of Incorporation of ECOS-Florida as it exists on the Effective Date shall be the Articles of Incorporation of ECOS-Florida following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.

6. Bylaws. The Bylaws of ECOS-Florida as they exist on the Effective Date shall be the Bylaws of ECOS-Florida following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.

7. Board of Directors and Officers. The members of the Board of Directors and the officers of ECOS-Colorado immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of ECOS-Florida following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. Retirement of Outstanding ECOS-Florida Stock. Forthwith upon the Effective Date, each of the 100 shares of the ECOS-Florida Common Stock presently issued and outstanding shall be retired, and no shares of ECOS-Florida Common Stock or other securities of ECOS-Florida shall be issued in respect thereof.

9. Conversion of Outstanding ECOS-Colorado Common Stock. Forthwith upon the Effective Date, each issued and outstanding share of ECOS-Colorado Common Stock and all rights in respect thereof shall be converted into one fully paid and nonassessable share of ECOS-Florida Common Stock, and each certificate representing shares of ECOS-Colorado Common Stock shall for all purposes be deemed to evidence the ownership of the same number of shares of ECOS-Florida Common Stock as are set forth in such certificate. After the Effective Date, each holder of an outstanding certificate representing shares of ECOS-Colorado Common Stock may, at such shareholder's option, surrender the same to ECOS-Florida's registrar and transfer agent for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate(s) evidencing the ownership of the same number of shares of ECOS-Florida Common Stock as are represented by the ECOS-Colorado certificate(s) surrendered to ECOS-Florida's registrar and transfer agent.

FAX AUDIT No.H00000008531 6

10. Stock Options, Warrants and Convertible Preferred Stock. Forthwith upon the Effective Date, each stock option, stock warrant, convertible preferred stock and other right to subscribe for or purchase shares of ECOS-Colorado Common Stock shall be converted into a stock option, stock warrant, convertible preferred stock or other right to subscribe for or purchase the same number of shares of ECOS-Florida Common Stock, and each certificate, agreement, note or other document representing such stock option, stock warrant, convertible preferred stock or other right to subscribe for or purchase shares of ECOS-Colorado Common Stock shall for all purposes be deemed to evidence the ownership of a stock option, stock warrant, convertible preferred stock or other right to subscribe for or purchase shares of ECOS-Florida Common Stock.

11. Rights and Liabilities of ECOS-Florida. On and after the Effective Date, and all in the manner of and as more fully set forth in Section 607.1106 of the Florida Business Corporation Act and Article 7-111-106 of the Colorado Business Corporation Law, the title to all real estate and other property, or any interest therein, owned by each of ECOS-Colorado and ECOS-Florida shall be vested in ECOS-Florida without reversion or impairment; ECOS-Florida shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of each of ECOS-Colorado and ECOS-Florida without reversion or impairment; ECOS-Florida shall thenceforth be responsible and liable for all the liabilities and obligations of each of ECOS-Colorado and ECOS-Florida; any claim existing or action or proceeding pending by or against ECOS-Colorado or ECOS-Florida may be continued as if the Merger did not occur or ECOS-Florida may be substituted for ECOS-Colorado in the proceeding; neither the rights of creditors nor any liens upon the property of ECOS-Colorado or ECOS-Florida shall be impaired by the Merger; and ECOS-Florida shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

12. Termination. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of ECOS-Colorado and ECOS-Florida at any time prior to the Effective Date, whether before or after approval by the shareholders of either or both of the parties hereto, for any reason, including the exercise of dissenters' rights by any holder of the outstanding shares of ECOS-Colorado Common Stock or ECOS-Colorado Series B Convertible Preferred Stock pursuant to Article 113 of the Colorado Business Corporation Act. If any holder of the outstanding shares of ECOS-Colorado Common Stock or ECOS-Colorado Series B Convertible Preferred Stock exercises such dissenters' rights, ECOS-Colorado and/or ECOS-Florida, Inc. may (i) terminate this Agreement or (ii) proceed with the consummation of the Merger.

13. Amendment. The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date; provided that an amendment made subsequent to the approval of this Agreement by the shareholders of either of the parties hereto shall not: (a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Articles of Incorporation

FAX AUDIT No. H00000008531 6

of ECOS-Florida, or (c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either party hereto.

14. Registered Office. The registered office of ECOS-Florida in the State of Florida is located at One Southeast Third Avenue, 28th Floor, Miami, Florida 33131, and American Information Services, Inc. is the registered agent of ECOS-Florida at such address.

15. Inspection of Agreement. Executed copies of this Agreement will be on file at the principal place of business of ECOS-Florida at 14505 Commerce Way, Suite 400, Miami Lakes, Florida, 33016. A copy of this Agreement shall be furnished by ECOS-Florida, on request and without cost, to any shareholder of either ECOS-Colorado or ECOS-Florida.

16. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

17. Service Of Process. On and after the Effective Date, ECOS-Florida agrees that it may be served with process in Colorado in any proceeding for enforcement of any obligation of ECOS-Colorado or ECOS-Florida arising from the Merger.

18. Designation of Colorado Secretary of State as Agent for Service of Process. On and after the Effective Date, ECOS-Florida irrevocably appoints the Secretary of State of Colorado as its agent to accept service of process in any suit or other proceeding to enforce the rights of any shareholders of ECOS-Colorado or ECOS-Florida arising from the Merger. The Colorado Secretary of State is requested to mail a copy of any such process to ECOS-Florida at 14505 Commerce Way, Suite 400, Miami Lakes, Florida, 33016, Attention: Charles C. Evans.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement and Plan of Merger to be executed by their respective undersigned officers.

ECOS GROUP, INC., a Colorado Corporation

By: [Signature]
Name: Charles C. Evans
Title: Chief Executive Officer

ECOS GROUP/FLORIDA, INC., a Florida Corporation

By: [Signature]
Name: Charles C. Evans
Title: Chief Executive Officer

FAX AUDIT No.H00000008531 6

EXHIBIT "B"

Names, titles and addresses of the officers and directors of the Subsidiary whose name shall be changed to ECOS Group, Inc. as of the effective date and as part of the Articles of Merger.

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|---------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| Charles C. Evans | Chief Executive Officer and Chairman of the Board of Directors | c/o ECOS Group, Inc. 14505 Commerce Way, Suite 400 Miami Lakes, Florida 33016 |
| Timothy R. Gipe | Secretary and Director | c/o ECOS Group, Inc. 14505 Commerce Way, Suite 400 Miami Lakes, Florida 33016 |
| Wendell R. Anderson | Director | c/o ECOS Group, Inc. 14505 Commerce Way, Suite 400 Miami Lakes, Florida 33016 |
| Luis De La Cruz | Director | c/o ECOS Group, Inc. 14505 Commerce Way, Suite 400 Miami Lakes, Florida 33016 |
| Leon S. Eplan | Director | c/o ECOS Group, Inc. 14505 Commerce Way, Suite 400 Miami Lakes, Florida 33016 |
| Joseph F. Startari | Director | c/o ECOS Group, Inc. 14505 Commerce Way, Suite 400 Miami Lakes, Florida 33016 |

FAX AUDIT No.H00000008531 6

**ARTICLES OF MERGER
OF
ECOS GROUP, INC., AN ADMINISTRATIVELY DISSOLVED
COLORADO CORPORATION, DISSOLVED IN 1997
WITH AND INTO
ECOS GROUP/FLORIDA, INC., A FLORIDA CORPORATION**

FILED - CUSTOMER COPY
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE
20001043361 C
\$ 75.00
SECRETARY OF STATE
03-01-2000 12:39:06

Pursuant to the provisions of Article 7-111-105 of the Colorado Business Corporation Act (the "Act"), ECOS Group, Inc., an administratively dissolved Colorado corporation, dissolved in 1997 ("Parent"), and ECOS Group/Florida, Inc., a Florida corporation ("Subsidiary"), do hereby adopt the following Articles of Merger for the purpose of merging Parent with and into Subsidiary (the "Merger"):

1. The Parent is hereby merged with and into the Subsidiary and the separate existence of the Parent shall cease. The Subsidiary is the surviving entity in the Merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.
2. The Agreement and Plan of Merger was approved and adopted by the sole shareholder and Board of Directors of the Subsidiary by unanimous written consent, dated February 3, 2000, in accordance with the Florida Business Corporation Act.
3. The Agreement and Plan of Merger was approved and adopted by the Board of Directors of the Parent at a meeting of the Board of Directors held on January 19, 2000, in accordance with Article 7-108-205 of the Act. The Agreement and Plan of Merger was approved and adopted by the shareholders of the Parent at a special meeting of shareholders held on February 22, 2000, in accordance Article 7-107-102 of the Act. The number of votes cast for approval of the Agreement and Plan of Merger by the only voting group entitled to vote on the Merger (the holders of shares of common stock of the Parent on the record date for the special meeting) was sufficient for approval by that voting group.
4. Immediately before the Merger, the Parent owned 100% of the outstanding shares of each class of stock of the Subsidiary.
5. The Merger shall become effective immediately upon the later of the filing of these Articles of Merger with the Secretary of State of the State of Colorado in accordance with the Act and the filing of articles of merger with the Department of State of the State of Florida in accordance with the Florida Business Corporation Act.
6. The effective date of the Merger complies with Article 7-111-104(5) of the Act.
7. As of the effective date and as part of these Articles of Merger, the Subsidiary's name shall be changed to "ECOS Group, Inc."


FAX AUDIT No.H00000008531 6

8. The principal office of the Subsidiary is 14505 Commerce Way, Suite 400, Miami Lakes, Florida 33016.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed on February 24, 2000.

MERGING CORPORATION:


ECOS GROUP, INC., an administratively dissolved Colorado corporation, dissolved in 1997

By: 

Timothy R. Gipe, Secretary

SURVIVING ENTITY:

**ECOS GROUP/FLORIDA, INC.,
a Florida corporation**

By: 

Timothy R. Gipe, Secretary

MAR-02-00 12:07PM FROM-

T-111 P.14/18 F-512

FAX AUDIT No.H00000008531 6

EXHIBIT A

FAX AUDIT No.H00000008531 6

Agreement and Plan of Merger

This Agreement and Plan of Merger, dated February 4, 2000 (the "Agreement"), is entered into between ECOS Group, Inc., an administratively dissolved Colorado corporation, dissolved in 1997 ("ECOS-Colorado"), and ECOS Group/Florida, Inc., a Florida corporation ("ECOS-Florida").

Recitals

A. ECOS-Colorado has an aggregate authorized capital of 80,000,000 shares, consisting of 75,000,000 shares of common stock, par value \$.012 per share ("ECOS-Colorado Common Stock"), and 5,000,000 shares of preferred stock, par value \$.001 per share ("ECOS-Colorado Preferred Stock"). Of the ECOS-Colorado Preferred Stock authorized, 1,200,000 shares have been designated as Series A Convertible Preferred Stock and 1,000,000 shares have been designated as Series B Convertible Preferred Stock. On the date hereof, there were 31,021,860 shares of ECOS-Colorado Common Stock issued and outstanding and 1,000,000 shares of Series B Convertible Preferred Stock issued and outstanding. No shares of Series A Convertible Preferred Stock are currently outstanding.

B. ECOS-Florida has an aggregate authorized capital of 80,000,000 shares, consisting of 75,000,000 shares of common stock, par value \$.012 per share ("ECOS-Florida Common Stock"), and 5,000,000 shares of preferred stock, par value \$.001 per share ("ECOS-Florida Preferred Stock"). Of the ECOS-Florida Preferred Stock authorized, 1,200,000 shares have been designated as Series A Convertible Preferred Stock and 1,000,000 shares have been designated as Series B Convertible Preferred Stock. On the date hereof, there were 100 shares of ECOS-Florida Common Stock issued and outstanding and no shares of ECOS-Florida Series A Convertible Preferred Stock and Series B Convertible Preferred Stock issued and outstanding.

C. The respective Boards of Directors of ECOS-Colorado and ECOS-Florida believe that the best interests of ECOS-Colorado and ECOS-Florida and their respective shareholders will be served by the merger of ECOS-Colorado with and into ECOS-Florida under and pursuant to the provisions of this Agreement and the Colorado Business Corporation Law and the Florida Business Corporation Act.

Agreement

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. Merger. ECOS-Colorado shall be merged with and into ECOS-Florida (the "Merger").
2. Effective Date. The Merger shall become effective immediately upon the later of the filing of articles of merger, including this Agreement, with the Secretary of State of Colorado in accordance with Article 7-111-105 and Article 7-111-107 of the Colorado Business Corporation Law

FAX AUDIT No.H00000008531 6

and the filing of articles of merger, including this Agreement, with the Department of State of Florida in accordance with Section 607.1105 of the Florida Business Corporation Act. The time of such effectiveness is hereinafter called the "Effective Date."

3. Surviving Corporation. ECOS-Florida shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of ECOS-Colorado shall cease.

4. Name Of Surviving Corporation. On the Effective Date, the Articles of Incorporation of ECOS-Florida shall be amended to change the name of ECOS-Florida to "ECOS Group, Inc."

5. Articles Of Incorporation. Except with respect to the name change amendment, the Articles of Incorporation of ECOS-Florida as it exists on the Effective Date shall be the Articles of Incorporation of ECOS-Florida following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.

6. Bylaws. The Bylaws of ECOS-Florida as they exist on the Effective Date shall be the Bylaws of ECOS-Florida following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.

7. Board of Directors and Officers. The members of the Board of Directors and the officers of ECOS-Colorado immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of ECOS-Florida following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. Retirement of Outstanding ECOS-Florida Stock. Forthwith upon the Effective Date, each of the 100 shares of the ECOS-Florida Common Stock presently issued and outstanding shall be retired, and no shares of ECOS-Florida Common Stock or other securities of ECOS-Florida shall be issued in respect thereof.

9. Conversion of Outstanding ECOS-Colorado Common Stock. Forthwith upon the Effective Date, each issued and outstanding share of ECOS-Colorado Common Stock and all rights in respect thereof shall be converted into one fully paid and nonassessable share of ECOS-Florida Common Stock, and each certificate representing shares of ECOS-Colorado Common Stock shall for all purposes be deemed to evidence the ownership of the same number of shares of ECOS-Florida Common Stock as are set forth in such certificate. After the Effective Date, each holder of an outstanding certificate representing shares of ECOS-Colorado Common Stock may, at such shareholder's option, surrender the same to ECOS-Florida's registrar and transfer agent for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate(s) evidencing the ownership of the same number of shares of ECOS-Florida Common Stock as are represented by the ECOS-Colorado certificate(s) surrendered to ECOS-Florida's registrar and transfer agent.

FAX AUDIT No.H00000008531 6

10. Stock Options, Warrants and Convertible Preferred Stock. Forthwith upon the Effective Date, each stock option, stock warrant, convertible preferred stock and other right to subscribe for or purchase shares of ECOS-Colorado Common Stock shall be converted into a stock option, stock warrant, convertible preferred stock or other right to subscribe for or purchase the same number of shares of ECOS-Florida Common Stock, and each certificate, agreement, note or other document representing such stock option, stock warrant, convertible preferred stock or other right to subscribe for or purchase shares of ECOS-Colorado Common Stock shall for all purposes be deemed to evidence the ownership of a stock option, stock warrant, convertible preferred stock or other right to subscribe for or purchase shares of ECOS-Florida Common Stock.

11. Rights and Liabilities of ECOS-Florida. On and after the Effective Date, and all in the manner of and as more fully set forth in Section 607.1106 of the Florida Business Corporation Act and Article 7-111-106 of the Colorado Business Corporation Law, the title to all real estate and other property, or any interest therein, owned by each of ECOS-Colorado and ECOS-Florida shall be vested in ECOS-Florida without reversion or impairment; ECOS-Florida shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of each of ECOS-Colorado and ECOS-Florida without reversion or impairment; ECOS-Florida shall thenceforth be responsible and liable for all the liabilities and obligations of each of ECOS-Colorado and ECOS-Florida; any claim existing or action or proceeding pending by or against ECOS-Colorado or ECOS-Florida may be continued as if the Merger did not occur or ECOS-Florida may be substituted for ECOS-Colorado in the proceeding; neither the rights of creditors nor any liens upon the property of ECOS-Colorado or ECOS-Florida shall be impaired by the Merger; and ECOS-Florida shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

12. Termination. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of ECOS-Colorado and ECOS-Florida at any time prior to the Effective Date, whether before or after approval by the shareholders of either or both of the parties hereto, for any reason, including the exercise of dissenters' rights by any holder of the outstanding shares of ECOS-Colorado Common Stock or ECOS-Colorado Series B Convertible Preferred Stock pursuant to Article 113 of the Colorado Business Corporation Act. If any holder of the outstanding shares of ECOS-Colorado Common Stock or ECOS-Colorado Series B Convertible Preferred Stock exercises such dissenters' rights, ECOS-Colorado and/or ECOS-Florida, Inc. may (i) terminate this Agreement or (ii) proceed with the consummation of the Merger.

13. Amendment. The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date; provided that an amendment made subsequent to the approval of this Agreement by the shareholders of either of the parties hereto shall not: (a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Articles of Incorporation

FAX AUDIT No.H00000008531 6

of ECOS-Florida, or (c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either party hereto.

14. Registered Office. The registered office of ECOS-Florida in the State of Florida is located at One Southeast Third Avenue, 28th Floor, Miami, Florida 33131, and American Information Services, Inc. is the registered agent of ECOS-Florida at such address.

15. Inspection of Agreement. Executed copies of this Agreement will be on file at the principal place of business of ECOS-Florida at 14505 Commerce Way, Suite 400, Miami Lakes, Florida, 33016. A copy of this Agreement shall be furnished by ECOS-Florida, on request and without cost, to any shareholder of either ECOS-Colorado or ECOS-Florida.

16. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

17. Service Of Process. On and after the Effective Date, ECOS-Florida agrees that it may be served with process in Colorado in any proceeding for enforcement of any obligation of ECOS-Colorado or ECOS-Florida arising from the Merger.

18. Designation of Colorado Secretary of State as Agent for Service of Process. On and after the Effective Date, ECOS-Florida irrevocably appoints the Secretary of State of Colorado as its agent to accept service of process in any suit or other proceeding to enforce the rights of any shareholders of ECOS-Colorado or ECOS-Florida arising from the Merger. The Colorado Secretary of State is requested to mail a copy of any such process to ECOS-Florida at 14505 Commerce Way, Suite 400, Miami Lakes, Florida, 33016, Attention: Charles C. Evans.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement and Plan of Merger to be executed by their respective undersigned officers.

ECOS GROUP, INC., a Colorado Corporation

By: [Signature]
Name: Charles C. Evans
Title: Chief Executive Officer

ECOS GROUP/FLORIDA, INC., a Florida Corporation

By: [Signature]
Name: Charles C. Evans
Title: Chief Executive Officer