

P00000017570



ACCOUNT NO. : 072100000032

REFERENCE : 948889 4351650

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : December 29, 2000

ORDER TIME : 10:09 AM

ORDER NO. : 948889-005

CUSTOMER NO: 4351650

200003517002--4

CUSTOMER: Mr. Steve Marshall
Leboeuf Lamb Greene & Macrae
Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

ARTICLES OF MERGER

ACTIUM OF OHIO, INC.

INTO

IDEA INTEGRATION OPERATIONS
CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds 1133
EXAMINER'S INITIALS:

EFFECTIVE DATE
1-1-01

FILED
00 DEC 29 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 29 AM 11:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Mergers

T BROWN JAN - 2 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 2, 2001

CSC

TALLAHASSEE, FL

SUBJECT: IDEA INTEGRATION OPERATIONS CORP.
Ref. Number: P00000017570

FILED
JAN 2 2001
TALLAHASSEE, FL
SUBMISSION DATE 01/02/01

We have received your document for IDEA INTEGRATION OPERATIONS CORP. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable 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) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 401A00000000

PLEASE GIVE OFFICE
SUBMISSION DATE 01/02/01

RECEIVED
01 JAN -2 PM 3:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACTIUM OF OHIO, INC., not qualified in Florida

INTO

IDEA INTEGRATION OPERATIONS CORP., a Florida entity, P00000017570

File date: December 29, 2000, effective January 1, 2001

Corporate Specialist: Teresa Brown

Account number: 072100000032

Amount charged: 78.75

EFFECTIVE DATE

1-1-01

ARTICLES OF MERGER

of

ACTIUM OF OHIO, INC.
(an Ohio corporation)

into

IDEA INTEGRATION OPERATIONS CORP.
(a Florida corporation)

FILED
00 DEC 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations certify as follows:

FIRST, the names of the corporations that are parties to the merger are Actium of Ohio, Inc., an Ohio corporation, and Idea Integration Operations Corp., a Florida corporation.

SECOND, Idea Integration Operations Corp. shall be the surviving corporation.

THIRD, the Plan of Merger (the "Plan of Merger") was unanimously approved by the board of directors of Actium of Ohio, Inc. at a meeting duly held on December 28, 2000, at which a quorum was present and voting.

FOURTH, the Plan of Merger was unanimously approved by the board of directors of Idea Integration Operations Corp. at a meeting duly held on December 28, 2000, at which a quorum was present and voting.

FIFTH, a copy of the Plan of Merger as approved by such boards of directors is attached hereto as Exhibit A.

SIXTH, the shareholders of Idea Integration Operations Corp. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 28, 2000 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act. This also applies to Actium of Ohio, Inc.

SEVENTH, the merger shall become effective on January 1, 2001 at 12:01 a.m., Eastern Standard Time.

DATED: December 28, 2000.

**IDEA INTEGRATION OPERATIONS
CORP.**

By: _____

John L. Marshall III
Secretary

ACTIUM OF OHIO, INC.

By: _____

John L. Marshall III
Secretary

EXHIBIT A

PLAN OF MERGER

This Plan of Merger is entered into this 28th day of December, 2000 between Idea Integration Operations Corp., a corporation organized under and governed by the laws of the State of Florida ("Idea"), and Actium of Ohio, Inc., a corporation organized under and governed by the laws of the State of Ohio ("Actium"). Subject to the terms and conditions herein set forth, Actium shall merged into Idea (the "Merger") effective January 1, 2001 at 12:01 a.m., Eastern Standard Time (the "Effective Time"). At the Effective Time, the separate existence and corporate organization of Actium shall cease, and Idea shall continue its corporate existence and organization as the surviving corporation under the corporate name "Idea Integration Operations Corp." and shall continue to be governed by the laws of the State of Florida. The following are additional terms of the Merger:

1. Idea is a corporation organized under the laws of the State of Florida.
2. Actium is a corporation organized under the laws of the State of Ohio.
3. Idea will be the surviving corporation of the Merger and will continue its corporate existence under the laws of the State of Florida.
4. The Bylaws of Idea, as in effect immediately prior to the Effective Time, shall be the Bylaws of the surviving corporation until thereafter amended as provided by law.
5. The persons who are serving as directors of Idea immediately prior to the Effective Time shall be the directors of the surviving corporation and shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and Bylaws of the surviving corporation, or as otherwise provided by law.
6. The persons who are serving as officers of Idea immediately prior to the Effective Time shall continue in their respective offices of the surviving corporation and shall hold such offices from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and Bylaws of the surviving corporation, or as otherwise provided by law.
7. At the Effective Time, all of the issued and outstanding shares of stock of Actium shall automatically and by operation of law be canceled. No shares of stock of Idea or any other consideration shall be issued in exchange therefor. All of the issued and outstanding shares of stock of Idea shall, at the Effective Time and thereafter, remain issued and outstanding and no consideration shall be issued in respect thereof.

8. Each of Idea and Actium, acting on its own or in conjunction with the other, has the right to abandon the Merger at any time prior to the Effective Time upon a majority vote of the Board of Directors of the company desiring to abandon the Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

IDEA INTEGRATION OPERATIONS CORP.

By: 

John L. Marshall III

Secretary

ACTIUM OF OHIO, INC.

By: 

John L. Marshall III

Secretary