

P000000017570

FILED



01 DEC 26 PM 1:58

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 521085 4351650

AUTHORIZATION

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : December 24, 2001

ORDER TIME : 10:07 AM

ORDER NO. : 521085-030

CUSTOMER NO: 4351650

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

RECEIVED
01 DEC 26 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

800004738658--8

ACTION CORPORATION

INTO

EFFECTIVE DATE

01-01-02

IDEA INTEGRATION CORP.

*Merger
12-28-01
PWS*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 26, 2001

CSC

TALLAHASSEE, FL

SUBJECT: IDEA INTEGRATION CORP.
Ref. Number: F00000005491

RESUBMIT

Please give original
submission date as file date.

We have received your document for IDEA INTEGRATION CORP.. However, the document has not been filed and is being returned for the following:

The surviving corporation is filed as a Delaware corporation with the Division of Corporations. You have it listed as a Florida corporation. There is no provision in the Florida statutes for a merger between two foreign corporations.

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

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Doug Spitler
Document Specialist

Letter Number: 301A00067044

RECEIVED
01 DEC 27 PM 3:18
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACTIUM CORPORATION, a Delaware corporation not qualified in Florida

INTO

IDEA INTEGRATION CORP., a Florida entity, P00000017570.

File date: December 26, 2001 , effective January 1, 2002

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

of

ACTIUM CORPORATION
(a Delaware corporation)

into

IDEA INTEGRATION CORP.
(a Florida corporation)

EFFECTIVE DATE
01-01-02

FILED
01 DEC 26 PM 1:58
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 Corporation, a Delaware corporation, and Idea Integration Corp., a Florida corporation.

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

THIRD, the Plan of Merger (the "Plan of Merger") was approved by the board of directors of Actium Corporation by Unanimous Written Consent on December 21, 2001, and by Written Consent of the sole Shareholder on December 21, 2001.

FOURTH, the Plan of Merger was approved by the board of directors of Idea Integration Corp. by Unanimous Written Consent on December 21, 2001.

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

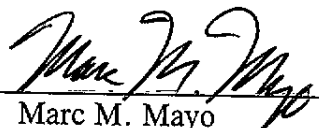
SIXTH, the shareholders of Idea Integration Corp. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 21, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

SEVENTH, the merger shall become effective on January 1, 2002 at 12:00 a.m.

DATED: December 21, 2001.

IDEA INTEGRATION CORP.

By:


Marc M. Mayo
Senior Vice President

ACTIUM CORPORATION

By:


Marc M. Mayo
Senior Vice President

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER dated December 21, 2001 is made by and between Actium Corporation (the "Delaware corporation"), a Delaware corporation, and Idea Integration Corp. (the "Florida corporation"), a Florida corporation.

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the Florida Business Corporation Act permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Florida; and

WHEREAS, the Delaware corporation and the Florida corporation and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge the Delaware corporation with and into the Florida corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree as follows:

1. The Delaware corporation and the Florida corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, with the Florida corporation being the Surviving Corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the Delaware corporation shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The Articles of Incorporation of the Florida corporation, shall continue to be the Articles of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of the Florida corporation will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Florida corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the

Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Delaware Corporation shall, from and after the effective time of the merger, be converted into one issued share of the Surviving Corporation. The issued shares of the Surviving Corporation, upon the effective date of the merger, shall remain issued and outstanding and no consideration shall be issued in respect thereof.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the stockholders of the Delaware Corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, and to the shareholders of the Florida corporation for its approval or rejection in the manner prescribed by the laws of the Florida Business Corporation Act.

7. In the event that this Agreement and Plan of Merger shall be fully approved and adopted upon on behalf of the Delaware Corporation in accordance with the General Corporation Law of the State of Delaware, and upon on behalf of the Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Florida and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the Delaware Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective 12:00 a.m. on January 1, 2002.

10. Notwithstanding the authorization of the merger by the stockholders of the Delaware Corporation or of the shareholders of the Surviving Corporation, the merger herein provided for may be abandoned at any time prior to the filing of Certificate of Merger by the Secretary of State of the State of Delaware or the Secretary of State of the State of Florida upon a majority vote of the Board of Directors of the Delaware Corporation or the Board of Directors of the Surviving Corporation, as applicable, of the entity desiring to abandon the merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of Actium Corporation, a Delaware corporation, by its Senior Vice President, and on behalf of Idea Integration Corp., a Florida corporation, by its Senior Vice President, this 21st day of December, 2001.

IDEA INTEGRATION CORP.

By: 
Marc M. Mayo
Senior Vice President

ACTIUM CORPORATION

By: 
Marc M. Mayo
Senior Vice President

JK188151