

CSO
THE UNITED STATES
CORPORATION
000000017570

ACCOUNT NO. : 072100000032

REFERENCE : 540393 4351650

AUTHORIZATION :

COST LIMIT : \$ 218.75

ORDER DATE : December 27, 2001

ORDER TIME : 11:28 AM

ORDER NO. : 540393-005

CUSTOMER NO: 4351650

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

ARTICLES OF MERGER

BRAHMA SOFTWARE SOLUTIONS,
INC.

INTO

IDEA INTEGRATION CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

De
12/27/01

RECEIVED
TALLAHASSEE, FLORIDA

Merger

EFFECTIVE DATE
11/10/02

RECEIVED
01 DEC 27 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BRAHMA SOFTWARE SOLUTIONS, INC. an Illinois corp not authorized to
transact business in Florida

BRAHMA TECHNOLUTIONS, INC., an Illinois corp not authorized to transact
business in Florida

CATAPULT TECHNOLOGY, INC., an Illinois corp not authorized to transact
business in Florida

UTEK, INC., an Illinois corp not authorized to transact business in Florida

ZEAL, INC., an Illinois corp not authorized to transact business in Florida

INTO

IDEA INTEGRATION CORP., a Florida entity, P00000017570

File date: December 27, 2001, effective January 1, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 218.75

EFFECTIVE DATE
11/1/02

ARTICLES OF MERGER

of

BRAHMA SOFTWARE SOLUTIONS, INC.
(an Illinois corporation)

BRAHMA TECHNOLUTIONS, INC.
(an Illinois corporation)

CATAPULT TECHNOLOGY, INC.
(an Illinois corporation)

UTEK, INC.
(an Illinois corporation)

ZEAL, INC.
(an Illinois corporation)

into

IDEA INTEGRATION CORP.
(a Florida corporation)

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 Brahma Software Solutions, Inc., an Illinois corporation, Brahma Technolutions, Inc., an Illinois corporation, Catapult Technology, Inc., an Illinois corporation, UTEK, Inc., an Illinois corporation, Zeal, Inc., an Illinois 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 Brahma Software Solutions, Inc. 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 Brahma Technolutions, Inc. by Unanimous Written Consent on December 21, 2001, and by Written Consent of the sole shareholder on December 21, 2001.

FIFTH, the Plan of Merger was approved by the board of directors of Catapult Technology, Inc. by Unanimous Written Consent on December 21, 2001, and by Written Consent of the sole shareholder on December 21, 2001.

SIXTH, the Plan of Merger was approved by the board of directors of UTEK, Inc. by Unanimous Written Consent on December 21, 2001, and by Written Consent of the sole shareholder on December 21, 2001.

SEVENTH, the Plan of Merger was approved by the board of directors of Zeal, Inc. by Unanimous Written Consent on December 21, 2001, and by Written Consent of the sole shareholder on December 21, 2001.

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


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

TENTH, 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.

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

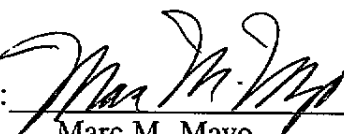
DATED: December 21, 2001.

BRAHMA SOFTWARE SOLUTIONS, INC.

By: 

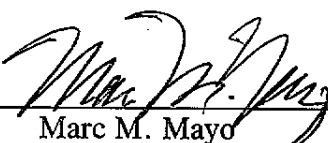
Marc M. Mayo
Senior Vice President

BRAHMA TECHNOLUTIONS, INC.

By: 

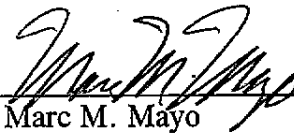
Marc M. Mayo
Senior Vice President

CATAPULT TECHNOLOGY, INC.


By: 

Marc M. Mayo
Senior Vice President


UTEK, INC.

By: 
Marc M. Mayo
Senior Vice President

ZEAL, INC.

By: 
Marc M. Mayo
Senior Vice President

IDEA INTEGRATION CORP.

By: 
Marc M. Mayo
Senior Vice President

JK188217

PLAN OF MERGER

This Plan of Merger is entered into among Brahma Software Solutions, Inc., an Illinois corporation, Brahma Technolutions, Inc., an Illinois corporation, Catapult Technology, Inc., an Illinois corporation, UTEK, Inc., an Illinois corporation, Zeal, Inc., an Illinois corporation (Brahma Software Solutions, Inc., Brahma Technolutions, Inc., Catapult Technology, Inc., UTEK, Inc., and Zeal, Inc. are hereinafter referred to as the "Merging Corporations"), and Idea Integration Corp., a corporation duly organized and existing under the laws of the State of Florida (herein called the "Surviving Corporation").

WHEREAS, the Business Corporation Act of 1983 of the State of Illinois permits a merger of a business corporation of the State of Illinois 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.

1. At the effective time of the merger, the Merging Corporations shall be merged into the Surviving Corporation. The Surviving Corporation shall assume the liabilities and obligations of the Merging Corporations.

2. The Articles of Incorporation of Idea Integration Corp. 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 Merging Corporations 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 effective time of this Plan of Merger, and the time at which the merger herein agreed upon shall become effective is 12:00 a.m. on January 1, 2002.