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Writer's Direct Dial Number: (301) 230-5259 bbickham@srgpe.com

March 18, 2004

VIA FEDERAL EXPRESS

Florida Department of State Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re:

Data Net, Inc.

Our File No. 108593.00002

Division of Corporations:

Enclosed please find the following:

- 1. Articles of Merger;
- 2. Plan of Merger; and
- 3. Check in the amount of \$78.75 (\$70.00 for the filing fees and \$8.75 for one certified copy).

Please file the Articles of Merger and return evidence of the filing and the certified copy to my attention at: 11921 Rockville Pike, Third Floor, Rockville, Maryland 20852.

If you have any questions on the enclosed, I can be reached at (301) 230-5259.

Very truly yours,

Barbara L. Bickham Legal Assistant

L. Bickh

Enclosures

cc: Simon M. Nadler, Esquire (w/o encls.)

T: 04014

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ARTICLES OF MERGER Sections 607.1101 – 607.1107, F.S. (Profit Corporations)

OF THE SEE TO PAIN TO The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the <u>surviving</u> corporation:

Name

Jurisdiction Document Number

(If known/applicable)

Data Net, Inc.

Commonwealth of Virginia

0613550-3

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Document Number

(If known/applicable)

iData Solutions, Inc.

State of Florida

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State [OR shall be effective at 5:01 p.m. on March 9, 2004.]

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on March 9, 2004, and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on March 9, 2004.

Seventh:

Name of Corporation

Printed Name and Title

iData Solutions, Inc.

Roy Sutton, Jr.,

Chairman of the Board

Data Net, Inc.

Roy Sutton, Jr.,

Chairman of the Board

<u>PLAN OF MERGER</u> (Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name Jurisdiction

iData Solutions, Inc. State of Florida

The name and jurisdiction of each subsidiary corporation:

Name Jurisdiction

Data Net, Inc. Commonwealth of Virginia

Parent Corporation, as the owner of all of the issued and outstanding shares of Subsidiary Corporation, hereby merges Parent Corporation with and into Subsidiary Corporation pursuant to the provisions of the Florida Business Corporation Act ("Florida Act") and pursuant to the provisions of the Virginia Stock Corporation Act ("Virginia Act").

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Each share of capital stock of Parent Corporation issued and outstanding immediately prior to the effective time of the Merger shall be converted *pro rata* into one issued and outstanding share of capital stock of Subsidiary Corporation, such that after the effective time of the Merger each holder of shares of the Parent Corporation's Common Stock shall own an equal amount of shares of the Subsidiary Corporation's Common Stock. Further, from and after the effective time of the Merger, the holders of all of said issued and outstanding shares of capital stock of Parent Corporation shall automatically be and become holders of shares of capital stock of Subsidiary Corporation upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

Other provisions relating to the merger are as follows:

1. The separate existence of Parent Corporation shall cease at the effective time and date of the merger (the "Merger") pursuant to the provisions of the Florida Act and the Virginia Act; and Subsidiary Corporation shall continue its existence as the surviving corporation pursuant to the provisions of Virginia Law. From and after the effective time of the Merger, all of the estate, property, rights, privileges, powers, and franchises of Parent Corporation shall become vested in and be held by Subsidiary Corporation as fully and entirely and without change or diminution as

the same were before held and enjoyed by Parent Corporation, and Subsidiary Corporation shall assume all of the obligations of Parent Corporation.

- 2. After the effective time of the Merger, each holder of record of any outstanding certificate or certificates theretofore representing capital stock of Parent Corporation may surrender the same to Subsidiary Corporation, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of capital stock of Subsidiary Corporation. Until so surrendered, each outstanding certificate that prior to the effective time of the Merger represented one or more shares of capital stock of Parent Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of the appropriate class and series of capital stock of Subsidiary Corporation.
- 3. From and after the effective time of the Merger, the Articles of Incorporation and the Bylaws of Subsidiary Corporation shall be the Articles of Incorporation and the Bylaws of Subsidiary Corporation as in effect immediately prior to such effective time, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Virginia Stock Corporation Act.
- 4. The members of the Board of Directors and officers of Subsidiary Corporation immediately after the effective time of the Merger shall be the members of the Board of Directors and the corresponding officers of Subsidiary Corporation immediately before the effective time of the Merger.
- 5. The Boards of Directors and the proper officers of Parent Corporation and Subsidiary Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
- 6. Parent Corporation previously waived the mailing to it of a copy of this Plan of Merger.
- 7. Shareholders of Subsidiary Corporation who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Florida Act, may be entitled, if they comply with the provisions of the Florida Act regarding appraisal rights, to be paid the fair value of their shares.
- 8. Notwithstanding the full approval and adoption of this Plan of Merger on behalf of Parent Corporation in accordance with the provisions of the Florida Act and the full authorization of the merger in accordance therewith, and notwithstanding the full approval and adoption of this Plan of Merger on behalf of Subsidiary Corporation in accordance with the provisions of Virginia Law and the full authorization of the merger in accordance therewith, this Plan of Merger may be terminated at any time prior to the effective date of this Plan of Merger and of the merger herein provided for in the event the Board of Directors of Parent Corporation determines such termination is in the best interests of Parent Corporation.