

FROM: Division of Corporations

P000000 49106

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Rivar Technologies, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

Merge
KRG 4-3

ARTICLES OF MERGER
Merger Sheet

MERGING:

RIVAR TECHNOLOGIES, INC., a Florida corporation, document number
P00000049106

INTO

RIVAR TECHNOLOGIES, INC., a Delaware entity not qualified in
Florida

File date: April 2, 2002

Corporate Specialist: Karen Gibson

FROM

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**ARTICLES OF MERGER
OF
RIVAR TECHNOLOGIES, INC. (a Florida corporation)
WITH AND INTO
RIVAR TECHNOLOGIES, INC. (a Delaware corporation)**

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Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Florida Act") and Title 8, Section 252 of the Delaware General Corporation Law (the "Delaware Code"), the undersigned corporations enter into these Articles of Merger by which Rivar Technologies, Inc., a Florida corporation ("Old Rivar"), shall be merged with and into Rivar Technologies, Inc., a Delaware corporation ("New Rivar"), and New Rivar shall be the surviving corporation, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Florida Act and Section 252 of the Delaware Code. The undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective on the date on which these Articles of Merger are filed with the Department of State of Florida and a Certificate of Merger is filed with the Secretary of State of Delaware.

THIRD, pursuant to Sections 607.1101 and 607.1103 of the Florida Act, the Plan was adopted by the board of directors of Old Rivar at a meeting held on December 28, 2001 and, pursuant to Section 607.0704 of the Florida Act, by written consent of the majority of shareholders of Old Rivar on March 28, 2002. The voting groups of Old Rivar entitled to vote on the adoption of the Plan consist of holders of the corporation's common stock, holders of the corporation's Special Preferred Stock, and holders of the corporation's Series B Preferred Stock. The number of votes cast by each such voting group was sufficient for approval by the respective groups. Pursuant to the provisions of Section 252 of the Delaware Code, the Plan was adopted by the Board of Directors of New Rivar on March 28, 2002 and by the vote of the shareholders of New Rivar on March 28, 2002. The only voting group of New Rivar entitled to vote on the adoption of the Plan consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by the group.

[Signatures appear on following page]

Bruce M. Rodgers, Esquire
Florida Bar # 0908215
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-225-4106

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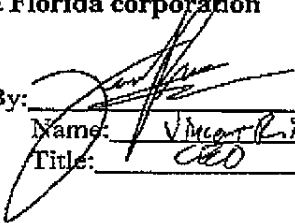
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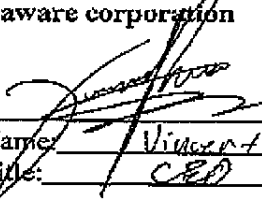
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IN WITNESS WHEREOF, these Articles of Merger have been executed by Old Rivar as the merging corporation, and by New Rivar, as the surviving corporation, this 28 day of March, 2002.

RIVAR TECHNOLOGIES, INC.
a Florida corporation

By: 
Name: Vincent Rialvato
Title: CEO

RIVAR TECHNOLOGIES, INC.
a Delaware corporation

By: 
Name: Vincent Rialvato
Title: CEO

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PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the Merger of RIVAR TECHNOLOGIES, INC., a Florida corporation ("Old Rivar" or the "Merging Corporation"), with and into RIVAR TECHNOLOGIES, INC., a Delaware corporation ("New Rivar" or the "Surviving Corporation"), as follows:

1. **Merger.** The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall be the surviving corporation.

2. **Effective Date.** The Merger shall become effective on the date on which Articles of Merger are filed with the Florida Department of State and the Delaware Secretary of State ("Effective Time").

3. **Conversion of Shares.** At the Effective Time, by virtue of the Merger and without any action on the part of holders thereof:

- (a) Each share of common stock of Old Rivar issued and outstanding at the Effective Time shall cease to be outstanding and shall be converted into \$0.00001 in cash. Each share of Special Preferred Stock of Old Rivar shall cease to be outstanding and shall be converted into one (1) share of Special Preferred Stock of New Rivar. Each share of Series B Preferred Stock of Old Rivar shall cease to be outstanding and shall be converted into 1.111146 shares of Series B Preferred Stock of New Rivar.
- (b) Each option to acquire common stock of Old Rivar outstanding immediately prior to the Effective Time will be converted into an option (an "Old Rivar Option") to acquire, on substantially the same terms and conditions as were applicable under such stock option prior to the Effective Time, the number of shares of New Rivar common stock equal in percentage terms to the number of Old Rivar shares the holder of such stock option would have been entitled to receive pursuant to the Merger had such holder exercised such option in full immediately prior to the Effective Time (not taking into account whether or not such option was in fact exercisable).
- (c) Each warrant to acquire common stock of Old Rivar outstanding immediately prior to the Effective Time will be converted into a warrant (an "Old Rivar Warrant") to acquire, on substantially the same terms and conditions as were applicable under such stock warrant prior to the Effective Time, the number of shares of New Rivar common stock equal to the number of Old Rivar shares the holder of such stock warrant would have been entitled to receive.
- (d) No fraction of a share of New Rivar Special Preferred Stock or New Rivar Series B Preferred Stock shall be issued, but in lieu thereof, each holder of Old Rivar

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Special Preferred Stock or Old Rivar Series B Preferred Stock, who would otherwise be entitled to a fraction of a share of New Rivar Special Preferred Stock or New Rivar Series B Preferred Stock (after aggregating all fractional shares of New Rivar Special Preferred Stock or New Rivar Series B Preferred Stock to be received by such holder) shall receive from New Rivar an amount of cash (rounded to the nearest cent), without interest, equal to the product of (i) such fraction, multiplied by (ii) \$0.3751.

4. Articles of Incorporation of Surviving Corporation. The Certificate of Incorporation of the Surviving Corporation shall continue to be the articles of incorporation of the Surviving Corporation on and after the Effective Time.

5. Effect of Merger. On the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

6. Abandonment. This Plan may be abandoned at any time prior to the Effective Time by either of the Merging Corporation or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida or the Secretary of State of Delaware, by filing a Certificate of Cancellation with such authorities prior to the Effective Time.

7. Mutual Release. Notwithstanding any provision herein to the contrary, the Merging Corporation and the Surviving Corporation (each a "Party"), each on behalf of themselves and their common shareholders (excluding Cenetec Ventures, L.L.C. and CT Covests, L.L.C.), officers, directors, owners, employees and agents, and each of their respective successors, assigns, executors, heirs and personal representatives (collectively, the "Releasers"), do hereby forever release, acquit, and discharge the other Party from any and all rights, claims, counterclaims, defenses, actions, causes of action, proceedings, agreements, contracts, covenants, accounts, offsets, payments, attorneys' fees, damages, liabilities, losses, costs, expenses, suits,

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debts, judgments, demands, duties or obligations, of any nature whatsoever, at law or in equity (including, without limitation, those based in tort or contract), which any of the Releasors now have or ever had, whether presently possessed or possessed in the future, whether now accrued or which may hereafter accrue, whether known or unknown, suspected or unsuspected, foreseen or unforeseen, absolute or contingent, asserted or unasserted, whether liability be direct or indirect, liquidated or unliquidated, that relate to or arise from any matter occurring from the beginning of the world to the Effective Time.