

Division of Corporations
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P00000050676

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

NEORIS USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Neoris KBB
7/11

ARTICLES OF MERGER
Merger Sheet

MERGING:

INFOSPHERE, INC., a Texas corporation not qualified in Florida

INTO

NEORIS USA, INC., a Florida entity, P00000050676

File date: July 10, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 10, 2002

NEORIS USA, INC.
1200 SMITH STREET
SUITE 2400
HOUSTON, TX 77002

SUBJECT: NEORIS USA, INC.
REF: P00000050676

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000163900
Letter Number: 502A00042912

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**ARTICLES OF MERGER
BETWEEN
NEORIS USA, INC.
(A FLORIDA CORPORATION)
AND
INFOSPHERE, INC.
(A TEXAS CORPORATION)**

These Articles of Merger provide for the merger of **INFOSPHERE, INC.**, a corporation duly organized and existing under the laws of the State of Texas ("InfoSphere"), with and into **NEORIS USA, INC.** (formerly CEMTEC USA, Inc.), a corporation duly organized and existing under the laws of the State of Florida ("Neoris"), which shall be the surviving corporation. Each of InfoSphere and Neoris do hereby certify that:

1. The plan of merger pursuant to which InfoSphere will be merged with and into Neoris is set forth in the Agreement and Plan of Merger, dated March 1, 2002 (the "Plan of Merger"), a copy of which is attached hereto as Exhibit A.
2. Neoris has authorized a single class of common stock, \$0.01 par value per share, 1,000 shares of which are issued and outstanding, and all of which are held in the name of Neoris N.V. a Netherlands Corporation ("Neoris N.V."). The Plan of Merger was approved and adopted by the sole shareholder of Neoris by written consent dated as of March 1, 2002, in accordance with the Florida Business Corporation Act and its Articles of Incorporation.
3. InfoSphere has authorized a single class of common stock, \$0.001 par value per share, 10,000,000 shares of which are issued and outstanding, and all of which are held in the name of Neoris N.V. The Plan of Merger was approved and adopted by the sole shareholder of InfoSphere by written consent dated as of March 1, 2002, in accordance with the Texas Business Corporation Act and its Articles of Incorporation.
4. No amendment to the Articles of Incorporation of Neoris is to be effected as part of the merger.
5. The merger does not increase the authorized stock of Neoris.
6. An executed copy of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation at 703 Waterford Way, Suite 700, Miami, Florida 33126, and, upon request and without cost, a copy thereof will be furnished to any shareholder.
7. The merger shall become effective (the "Effective Date") upon the later of: (i) the filing of the Articles of Merger with the Florida Department of State, or (ii) the issuance of the certificate of merger by the Secretary of State of Texas.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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IN WITNESS WHEREOF, Neoris and InfoSphere have caused these presents to be signed in their respective names and on their respective behalves by their respective officers on March 1st, 2002.

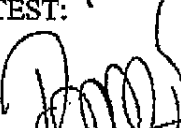
ATTEST:


 Roger Saldana
 Assistant Secretary


Neoris USA, Inc.
 a Florida corporation

BY:  Martin Hecker
 Officer (Seal)/President

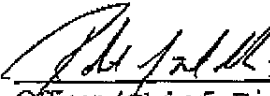
ATTEST:


 Roger Saldana
 Assistant Secretary

InfoSphere, Inc.
 a Texas corporation

BY:  Martin Hecker
 Officer (Seal) President

THE UNDERSIGNED, an officer of Neoris USA, Inc., a Florida corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges the foregoing Articles of Merger to be the corporate act of said Corporation and as to all other matters required to be verified under oath, states that, to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects, and that this statement is made under the penalties of perjury.


 Robert J. Mallers
 Officer/Chief Financial Officer

THE UNDERSIGNED, an officer of InfoSphere, Inc., a Texas corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges the foregoing Articles of Merger to be the corporate act of said Corporation and as to all other matters required to be verified under oath, states that, to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects, and that this statement is made under the penalties of perjury.

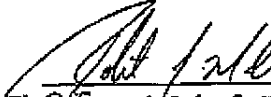

 Robert J. Mallers
 Officer/Chief Financial Officer

EXHIBIT "A"**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER ("Agreement of Merger"), dated as of March 1, 2002, is by and between NEORIS USA, INC., a Florida Corporation ("Neoris"), and INFOSPHERE, INC., a Texas Corporation ("InfoSphere"). Neoris and InfoSphere are collectively referred to herein as the "Constituent Corporations."

Now, THEREFORE, in consideration of the mutual agreements, covenants, representations and warranties, herein contained, and for the purpose of describing the terms and conditions of the merger of InfoSphere into Neoris, the mode of carrying the merger into effect, and such other details and provisions as are deemed necessary with respect to the merger, in accordance with the applicable statutes of the State of Texas and the State of Florida, it is agreed as follows:

**ARTICLE I
MERGER, EFFECTIVE DATE**

InfoSphere shall be merged with and into Neoris, which shall be the surviving corporation (Neoris is hereinafter sometimes referred to as the "Surviving Corporation").


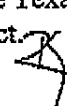
The merger shall become effective (the "Effective Date") upon the later of: (i) the filing of the Articles of Merger with the Florida Department of State, or (ii) the issuance of the certificate of merger by the Secretary of State of Texas. Notwithstanding the foregoing, for the internal accounting purposes of Neoris and InfoSphere, the merger shall be effective as of March 1, 2002.

**ARTICLE II
ARTICLES OF INCORPORATION AND
BYLAWS OF SURVIVING CORPORATION**

The Articles of Incorporation and the Bylaws of Neoris, as they exist on the Effective Date, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

**ARTICLE III
SURVIVING CORPORATION TO SUCCEED TO
PROPERTIES AND OBLIGATIONS OF NEORIS AND INFOSPHERE**

On and after the Effective Date, the Surviving Corporation, without other transfer or assumption, shall succeed to and possess all the estate, properties, rights, privileges, powers and franchises, of a public as well as a private nature, and assume and be subject to all of the liabilities, obligations, debts, restrictions, disabilities and duties, of each of the Constituent Corporations, all without further act of deed, as provided in Article 5.06 of the Texas Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act.



ARTICLE IV SHARES

The issued and outstanding shares of Neoris shall not be affected by the merger. The manner and basis of converting the shares of InfoSphere shall be as follows. Each 10,000 shares of InfoSphere shall be converted into one share of the common stock of Neoris, and all right, title, and interest in the shares of InfoSphere that are issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger, be cancelled.

ARTICLE V MISCELLANEOUS


If the merger becomes effective, the Surviving Corporation shall assume and pay all expenses in connection therewith not theretofore paid by the respective parties. If for any reason the merger shall not become effective, InfoSphere shall pay all expenses incurred in connection with all of the proceedings taken in respect of this Agreement of Merger or relating thereto.

An executed copy of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation at 703 Waterford Way, Suite 700, Miami, Florida 33126, and, upon request and without cost, a copy thereof will be furnished to any shareholder.

This Agreement of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.


IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be entered into and signed, attested and sealed by their respective authorized officers, as of the day and year first written above.

ATTEST:



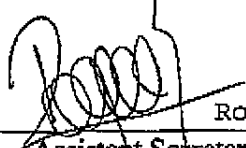
Roger Saldana
Assistant Secretary

Neoris USA, Inc.
a Florida corporation

BY: 


Martin Hecker
Officer (Seal) / President

ATTEST:



Roger Saldana
Assistant Secretary

InfoSphere, Inc.
a Texas corporation

BY: 

Martin Hecker
Officer (Seal) / President