

Division of Corporations

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Florida Department of State
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

NEORIS USA, INC.

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ARTICLES OF MERGER
OF
POWERNET INTERNATIONAL, INC.
(a Florida corporation)
AND
NEORIS USA, INC.
(a Florida corporation)

The undersigned corporations hereby submit these Articles of Merger this 3rd day of March, 2004, pursuant to Section 607.1105 of the Florida Business Corporation Act and certify that:

1. Powernet International, Inc., a Florida corporation ("Powernet International"), and Neoris USA, Inc., a Florida corporation ("Neoris USA"), have adopted the Plan of Merger dated March 3rd, 2004, attached hereto as Appendix A (the "Plan of Merger"), as required by Section 607.1104 of the Florida Business Corporation Act.
2. The Plan of Merger was adopted by unanimous written consent, dated March 3rd, 2004, by the two members of the Board of Directors of Powernet International. The Plan of Merger was adopted by unanimous written consent, dated March 3rd, 2004, by the three members of the Board of Directors of Neoris USA. No approval by the shareholder of Powernet International or the shareholder of Neoris USA was required.
3. The merger contemplated by the Plan of Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.


SIGNATURES ON FOLLOWING PAGE

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TALLAHASSEE, FLORIDA


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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties by their authorized officers as of the date first above written.

POWERNET INTERNATIONAL, INC.

By: 
Name: Martin Hector
Title: President

NEORIS USA, INC.

By: 
Name: Martin Hector
Title: President

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APPENDIX A
PLAN OF MERGER
of
POWERNET INTERNATIONAL, INC.
a Florida corporation
with and into
NEORIS USA, INC.
a Florida corporation


1. This is a Plan of Merger, dated March 3, 2004, for the merger of a subsidiary corporation as contemplated by Section 617.1104 of the Florida Business Corporation Act.
2. The names of the corporations planning to merge are Powernet International, Inc., a Florida corporation ("**Powernet International**"), and Neoris USA, Inc., a Florida corporation ("**Neoris USA**"). Powernet International is a wholly-owned subsidiary of Neoris USA.
3. Powernet International will be merged with and into Neoris USA, and Neoris USA shall be the surviving corporation.
4. The Articles of Incorporation of Neoris USA shall not be amended or changed by the merger.
5. All of the issued and outstanding shares of common stock of Powernet International are presently owned and held by Neoris USA. Because Powernet International will be merged with and into Neoris USA (the sole shareholder of Powernet International), which shall be the surviving corporation, no shares of the common stock of Neoris USA, or other securities, cash, property or rights shall be issued by Neoris USA or otherwise paid in exchange for, or upon conversion of, the shares of Powernet International, and each share of the common stock of Powernet International shall be cancelled.
6. Neoris USA is the sole shareholder of Powernet International. As a result, there can be no dissenting shareholders. Any shareholders of Powernet International who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

SIGNATURES ON FOLLOWING PAGE

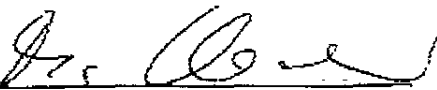
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IN WITNESS WHEREOF, this Plan of Merger has been executed on behalf of the parties by their authorized officers as of the date first above written.

POWERNET INTERNATIONAL, INC.

By: 
Name: Martin Hecker
Title: President

NEORIS USA, INC.

By: 
Name: Martin Hecker
Title: President