

Division of Corporations

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P 00000068539

Florida Department of State
Division of Corporations
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Division of Corporations
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Account Number : 071670002600
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
CODING CONSULTANTS INTERNATIONAL, INC.

RECEIVED
00 OCT 17 AM 7:49
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

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10-17
10/16/00

ARTICLES OF MERGER
MERGER SHEET

MERGING:

WEST TECH, INC., A MISSOURI CORPORATION NOT QUALIFIED IN FLORIDA

INTO

CODING CONSULTANTS INTERNATIONAL, INC., A FLORIDA ENTITY,
P00000068539

FILE DATE: OCTOBER 17, 2000

CORPORATE SPECIALIST: KAREN GIBSON

FAX AUDIT # H00-54520

ARTICLES OF MERGER
OF
WEST TECH, INC.
INTO
CODING CONSULTANTS INTERNATIONAL, INC.

Pursuant to the provisions of Florida Statutes Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Florida Act"), and Missouri Revised Statutes, Chapter 351, Section 351.458 of The General and Business Corporation Law (the "Missouri Revised Statutes"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging West Tech, Inc., a Missouri corporation ("Merged Corporation"), into Coding Consultants International, Inc., a Florida corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Coding Consultants International, Inc.	Florida
West Tech, Inc.	Missouri

2. The laws of the State of Florida permit this Merger.

3. The name of the Surviving Corporation is Coding Consultants International, Inc., and it is to be governed by the laws of the State of Florida.

4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on October 16, 2000. The Plan was submitted to the sole Shareholder of Surviving Corporation. One thousand (1,000) shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, were entitled to vote on the Plan. One thousand (1,000) shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, voted to approve the Plan on October 16, 2000. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance the Florida Business Corporation Act. No shares voted against the Plan.

6. The President and Secretary of Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Merged Corporation on October 16, 2000. The Plan was submitted to the sole Shareholder of Merged

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Corporation. Five hundred (500) shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, were entitled to vote on the Plan. Five hundred (500) shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, voted to approve the Plan on October 16, 2000. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Missouri Revised Statutes. No shares voted against the Plan.

7. Merged Corporation is a corporation organized and existing under the laws of the State of Missouri, having its Certificate of Incorporation filed January 23, 1991.

8. Pursuant to the Missouri Revised Statutes, the Surviving Corporation hereby:

(a) agrees that it may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of the undersigned Merged Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such Merged Corporation against the Surviving Corporation. The address to which the service of process in any such proceeding shall be mailed is: David M. Silberstein, Esq., c/o Kirk Pinkerton, 720 South Orange Avenue, Sarasota, Florida 34236. The Surviving Corporation also hereby:

(b) irrevocably appoints the Secretary of State of Missouri as its agent to accept service of process in any such proceeding based on any cause of action against it arising in the State of Missouri prior to the issuance of the certificate of merger; and

(c) agrees that it will promptly pay to the dissenting shareholders of the Merged Corporation the amount, if any, to which they shall be entitled under the provisions of the Missouri Revised Statutes with respect to the rights of dissenting shareholders.

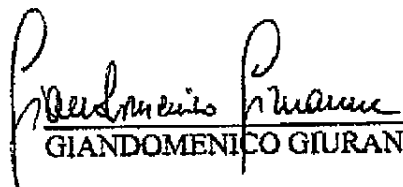
9. This merger shall become effective upon the last to occur of: (a) the filing of the Articles of Merger with the Florida Department of State, and (b) the filing of the Articles of Merger with the Missouri Secretary of State.

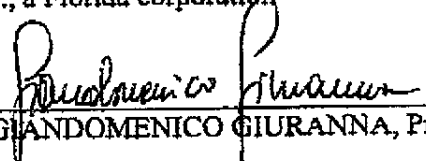
IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

SURVIVING CORPORATION:

CODING CONSULTANTS INTERNATIONAL, INC., a Florida corporation

Attest:


GIANDOMENICO GIURANNA, Secretary

By: 
GIANDOMENICO GIURANNA, President

FAX AUDIT # H00-54520

MERGED CORPORATION:

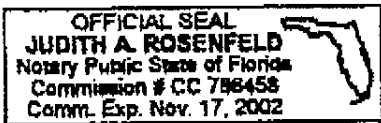
WEST TECH, INC., a Missouri corporation

Joan S. Giuranna
JOAN S. GIURANNA, Secretary

By: Joan S. Giuranna
JOAN S. GIURANNA, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 day of October, 2000, by GIANDOMENICO GIURANNA, as President and Secretary of Coding Consultants International, Inc., a Florida corporation, who [] is personally known to me, or has produced identification on behalf of said corporation, and who acknowledged before me that the execution thereof are his free acts and deeds.



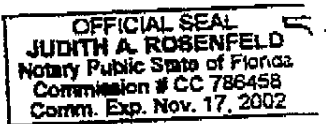
Judith A. Rosenfeld
Signature of Notary Public

Judith A. Rosenfeld

Print Name of Notary Public and Affix Seal
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 day of October, 2000, by JOAN S. GIURANNA, as President and Secretary of West Tech, Inc., a Missouri corporation, who [] is personally known to me, or has produced identification on behalf of said corporation, and who acknowledged before me that the execution thereof are her free acts and deeds.



Judith A. Rosenfeld
Signature of Notary Public

Judith A. Rosenfeld

Print Name of Notary Public and Affix Seal
My Commission Expires: _____

FAX AUDIT #H00-54520

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 16th day of October, 2000, by and between CODING CONSULTANTS INTERNATIONAL, INC., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and WEST TECH, INC., a Missouri corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations."

W I T N E S S E T H :

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on July 18, 2000, with an authorized capital stock of 10,000 shares of common stock, par value \$0.10 per share, of which 1,000 shares are issued and outstanding and owned by Joan S. Giuranna.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Missouri, having its Certificate of Incorporation filed January 23, 1991, with an authorized capital stock of 30,000 shares of common stock, par value \$1.00 per share, of which 500 shares are issued and outstanding and owned by Joan S. Giuranna.

WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act (the "Florida Act"), and the Missouri General and Business Corporation Law, hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

- (a) Coding Consultants International, Inc., a Florida corporation.
- (b) West Tech, Inc., a Missouri corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be Coding Consultants International, Inc., a Florida corporation.

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3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all rights, privileges, leases, patents, and property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger. The officers and board of directors of the Constituent Corporations are authorized to execute all deeds, assignments and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, each one (1) share of common stock of Merged Corporation shall be converted into one (1) share of common stock of Surviving Corporation, and all shares of Merged Corporation shall be deemed canceled.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

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8. Tax Clearance. The Merged Corporation has obtained the Missouri state tax clearance that is required prior to filing the Articles of Merger.

9. Effective Date of the Merger. The merger shall become effective upon the last to occur of: (a) the filing of the Articles of Merger with the Florida Department of State, and (b) the filing of the Articles of Merger with the Missouri Secretary of State.

10. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests, and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

SURVIVING CORPORATION:

Attest:

CODING CONSULTANTS INTERNATIONAL, INC., a Florida corporation

Giandomenico Giuranna
GIANDOMENICO GIURANNA, Secretary

By: Giandomenico Giuranna
GIANDOMENICO GIURANNA, President

MERGED CORPORATION:

WEST TECH, INC., a Missouri corporation

Joan S. Giuranna
JOAN S. GIURANNA, Secretary

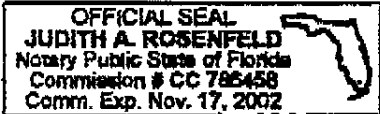
By: Joan S. Giuranna
JOAN S. GIURANNA, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 day of October, 2000, by GIANDOMENICO GIURANNA, as President and Secretary of Coding Consultants International, Inc., a Florida corporation, who [] is personally known to me,

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or has produced identification on behalf of said corporation, and who acknowledged before me that the execution thereof are his free acts and deeds.

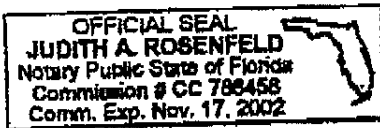


Judith A. Rosenfeld
Signature of Notary Public

Judith A. Rosenfeld
Print Name of Notary Public and Affix Seal
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 day of October, 2000, by JOAN S. GIURANNA, as President and Secretary of West Tech, Inc., a Missouri corporation, who [] is personally known to me, or has produced identification on behalf of said corporation, and who acknowledged before me that the execution thereof are her free acts and deeds.



Judith A. Rosenfeld
Signature of Notary Public

Judith A. Rosenfeld
Print Name of Notary Public and Affix Seal
My Commission Expires: _____