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November 10, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Philanthropic Resource Center Inc. into Amerigives Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
NOV 13 AM 10:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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*****78.75 *****78.75

AKR
11/14/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHILANTHROPIC RESOURCE CENTER, INC., a New York corporation not
authorized to transact business in Florida

INTO

AMERIGIVES, INC., a Florida entity, P00000092359

File date: November 13, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
PHILANTHROPIC RESOURCE CENTER, INC.
a New York corporation
INTO
AMERIGIVES, INC.
a Florida corporation

FILED
NOV 13 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 607.1107 and 607.1109 of the Florida Business Corporation Act:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Amerigives, Inc. (the "Surviving Corporation")
2793 S.E. Monroe
Stuart, Florida 34997

Florida Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Philanthropic Resource Center, Inc. (the "Merging Corporation")
1250 Broadway
New York, New York 10001-0007

New York Corporation

THIRD: The attached Plan of Merger, attached hereto as Exhibit A, meets the requirements of Sections 607.1108 of the Florida Business Corporation Act and was approved by the Surviving Corporation in accordance with Chapter 607 of the Florida Business Corporation Act.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the Board of Directors and shareholders of the Surviving Corporation by a Unanimous Written Consent dated October 30, 2000.

SIXTH: The Plan of Merger was adopted by the Board of Directors and shareholders of the Merging Corporation by Unanimous Written Consent dated October 30, 2000.

Prepared by: Ryan Fisher, Esq.
Cummings & Lockwood
Four Stamford Plaza
107 Elm Street
Stamford, CT 06902
(203) 351-4652

IN WITNESS WHEREOF, the undersigned have executed the Articles of Merger as of the 30th day of October, 2000 and affirms the statements contained therein as true under penalties of perjury.

PHILANTHROPIC RESOURCE CENTER, INC.

By: _____

Name: Robert Bucci

Title: President

AMERIGIVES, INC.

By: _____

Name: Jack L. Ernsberger

Title: President

Prepared by: Ryan Fisher, Esq.
Cummings & Lockwood
Four Stamford Plaza
107 Elm Street
Stamford, CT 06902
(203) 351-4652

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PHILANTHROPIC RESOURCE CENTER, INC.

By: _____

Name: Robert Bucci

Title: President

AMERIGIVES, INC.

By: _____

Name: Jack L. Ernsberger

Title: President

Prepared by: Ryan Fisher, Esq.
Cummings & Lockwood
Four Stamford Plaza
107 Elm Street
Stamford, CT 06902
(203) 351-4652

EXHIBIT A

**Plan of Merger
(attached hereto)**

.StmLib1:845328.1

Prepared by: Ryan Fisher, Esq.
Cummings & Lockwood
Four Stamford Plaza
107 Elm Street
Stamford, CT 06902
(203) 351-4652

AGREEMENT AND PLAN OF MERGER
OF
PHILANTHROPIC RESOURCE CENTER, INC.
A New York corporation

WITH AND INTO
AMERIGIVES, INC.,
A Florida corporation

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 30th day of October, 2000, by and between Philanthropic Resource Center, Inc. f/k/a Sysbuild, Inc., a New York corporation (the "New York Corporation") and Amerigives, Inc., a Florida corporation (the "Florida Corporation"). The New York Corporation and the Florida Corporation are sometimes referred to herein as the "Constituent Corporations."

WITNESSETH:

The Board of Directors and the shareholders of the New York Corporation and the Board of Directors and the shareholders of the Florida Corporation have determined that it is advisable that New York Corporation be merged with and into the Florida Corporation and have approved the merger on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the laws of the State of New York and the State of Florida which permit such merger.

NOW, THEREFORE, in consideration of the premises, covenants and agreements herein contained, the parties agree as follows:

ARTICLE I.
THE MERGER

Section 1.1. Description of the Merger. As of the Effective Time (as defined in Article IV), the New York Corporation shall merge with and into the Florida Corporation (the "Merger") and the Florida Corporation shall continue as the surviving corporation (the "Surviving Corporation"), subject to the laws of the State of Florida. The Merger shall be pursuant to and shall have the effect provided for in the New York Business Corporation Law (the "NY Act") and the Florida Business Corporation Act (the "FL Act," the NY Act and the FL Act may, as applicable, each be referred to herein as the Act, and may be collectively referred to herein as the "Acts").

Section 1.2. Effect of the Merger. From and after the Effective Time of the Merger:

(a) The Florida Corporation shall become the Surviving Corporation, and the separate existence of the New York Corporation shall cease, except to the extent provided by the Acts;

(b) The Surviving Corporation shall possess all of the rights, privileges and powers, public and private, of each of the Constituent Corporations, as more particularly set forth in Section 607.1106 of the FL Act and Section 906 of the NY Act.

ARTICLE II. CERTIFICATE OF INCORPORATION; BY-LAWS

Section 2.1. Certificate of Formation; Articles of Incorporation. The Certificate of Incorporation of the Florida Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Time. Such Certificate of Incorporation shall continue in effect until amended, restated or repealed in accordance with applicable law and the Certificate of Incorporation and By-Laws of the Surviving Corporation. The Certificate of Incorporation of the New York Corporation shall terminate and be of no force or effect as of the Effective Time.

Section 2.2. By-Laws. The By-Laws of the Florida Corporation, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation from and after the Effective Time. Such By-Laws shall continue in effect until amended, restated or repealed in accordance with applicable law, the Certificate of Incorporation and the By-Laws of the Surviving Corporation. The By-Laws of the New York Corporation shall terminate and be of no force or effect as of the Effective Time.

ARTICLE III. MANNER AND BASIS OF CONVERTING SHARES

As of the Effective Time, pursuant to this Agreement and without any action on the part of the shareholders of the New York Corporation, each of the fifty-one (51) issued and outstanding shares of Common Stock, no par value of the New York Corporation shall be converted into two (2) shares of Common Stock, par value \$.01 per share, of the Florida Corporation, (the "Florida Common Stock"). Immediately prior to the Effective Time, two (2) shares of Florida Common Stock were issued or outstanding.

ARTICLE IV. EFFECTIVENESS OF MERGER

If this Agreement is not terminated and abandoned pursuant to the provisions of Article V, then the following actions shall be taken to effect the Merger:

- (i) a Certificate of Merger shall be executed and filed with the Secretary of State of the State of New York in accordance with the NY Act;

(ii) Articles of Merger shall be executed and filed with the Secretary of State of the State of Florida in accordance with the FL Act; and

(iii) the Constituent Corporations shall do all other acts and things as shall be necessary or desirable to effect the Merger.

The Merger shall become effective upon the filing of, or at such later time specified in, a Certificate of Merger to be filed with the Secretary of State of the State of Florida and the Secretary of State of the State of New York (the "Effective Time").

ARTICLE V. TERMINATION AND AMENDMENT

Section 5.1. Termination. At any time prior to the Effective Time, this Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either the New York Corporation or the Florida Corporation, notwithstanding approval of this Agreement by the Board of Directors or the shareholders of the New York Corporation or the Board of Directors or shareholders of the Florida Corporation. In the event of the termination and abandonment of this Agreement pursuant to the provisions of this Article, this Agreement shall become void and have no effect, without any liability on the part of either of the Constituent Corporations, or their shareholders.

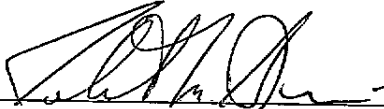
Section 5.2. Amendment. This Agreement may be amended, modified or supplemented by the Board of Directors of either of the Constituent Corporations at any time prior to the Effective Time; provided that an amendment made following approval of this Agreement by the shareholders of either of the Constituent Corporations shall not (i) alter or change the amount or kind of shares of Florida Common Stock to be received on conversion of the issued and outstanding shares of the New York Corporation, (ii) alter or change any term of the Certificate of Incorporation or By-Laws of the Surviving Corporation to be effected by the Merger, or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect either the New York Corporation or the Florida Corporation.

ARTICLE VI. MISCELLANEOUS

Section 6.1. Further Assurances. If, at any time after the Effective Time, the Surviving Corporation or its successors or assigns determines that any documentation, action or things are necessary or desirable to further carry out the purposes of this Agreement or to vest the Surviving Corporation with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, and authority of each of the Constituent Corporations, the Board of Directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of any Constituent Corporation or otherwise, all such documentation, and to take and do, in the name and on behalf of any Constituent Corporation or otherwise, all such other actions and things.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their respective duly authorized personnel all as of the date first written above.

PHILANTHROPIC RESOURCE CENTER, INC.

By: 
Name: Robert Bucci
Title: President

AMERIGIVES, INC.

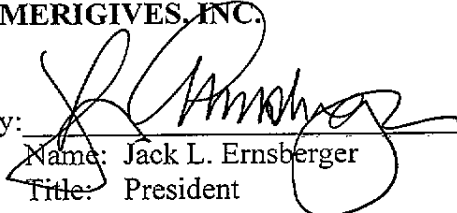
By: _____
Name: Jack L. Ernsberger
Title: President

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their respective duly authorized personnel all as of the date first written above.

PHILANTHROPIC RESOURCE CENTER, INC.

By: _____
Name: Robert Bucci
Title: President

AMERIGIVES, INC.

By:  _____
Name: Jack L. Ernsberger
Title: President