

CAPITAL CONNECTION, INC.

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PO0000102272

~~Aspects Systems, Inc.~~
Aspects Systems,
Inc.

FILED
01 JAN -5 PM 4:23
TALLAHASSEE, FLORIDA

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- ___ Art of Inc. File Merge
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ✓ Merger File 10/15/01
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ✓ Cert. Copy wants 2 copies.
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File RR
- ___ UCC 11 Search 1/5/01
- ___ UCC 11 Retrieval
- ___ Courier

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01 JAN -5 PM 12:10
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

ASPECTS SYSTEMS, INC., a California corporation not authorized to transact
business in Florida

INTO

ASPECTS SYSTEMS, INC., a Florida entity, P00000102272

File date: January 5, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

Under Section 607.1105 of the Florida Business Corporation Act (the "Act") Aspects Systems, Inc., a Florida corporation ("AS-FL") and Aspects Systems, Inc., a California corporation ("AS-CA") adopt the following Articles of Merger as of December 15, 2000.

1. AS-CA was incorporated in California and now desires to relocate its state of incorporation to Florida. AS-FL was incorporated on October 31, 2000 to effect the relocation.
2. The Agreement and Plan of Merger dated December 15, 2000 ("Plan of Merger"), between AS-FL and AS-CA was approved and adopted by the shareholders of AS-CA on December 15, 2000. The Agreement and Plan of Merger was adopted by the Board of Directors of AS-FL on December 15, 2000. AS-FL has no shareholders, and shareholder approval is not required.
3. Under the Plan of Merger, all issued and outstanding shares of AS-CA's stock will be acquired by means of a merger of AS-CA into AS-FL, with AS-FL being the surviving corporation ("Merger").
4. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.
5. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger is January 1, 2001.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the date first written above.

AS-FL

Aspects Systems, Inc.,
a Florida corporation

By: Neil Stewart
Neil Stewart, President

By: Mike Sunners
Mike Sunners, Secretary

AS-CA

Aspects Systems, Inc.,
a California corporation

By: Neil Stewart
Neil Stewart, President and Secretary

PLAN OF MERGER

The merger ("Merger") of Aspects Systems, Inc., a Florida corporation ("AS-FL"), and Aspects Systems, Inc., a California corporation ("AS-CA"), (collectively the "Constituent Corporations") is given effect under this Plan of Merger ("Plan") in accordance with Sections 607.1101 et seq. of the Florida Business Corporation Act (the "Act"). This Merger is entered into to relocate the state of incorporation of Aspects Systems, Inc. from California to Florida.

1. Articles of Incorporation. The Articles of Incorporation of AS-FL, as in effect immediately before the Effective Date of the Merger (the "Effective Date") will, without any changes, be the Articles of Incorporation of AS-FL from and after the Effective Date until further amended as permitted by law.
2. Officers and Directors. The officers and directors of AS-CA in office on the Effective Date will, upon the merger, become the officers and directors, respectively, of AS-FL, each to hold office until a successor is elected and qualified or until resignation or removal.
3. Conversion of Shares of Capital Stock. On the Effective Date, the outstanding shares of AS-CA's stock will automatically, and by operation of law, be cancelled and all certificates evidencing ownership of those shares will be void and of no effect. Also on the Effective Date, shares of AS-FL equal in number to the shares of AS-CA to be cancelled, with certificates evidencing ownership of those shares, will be issued to the holders of the capital stock of AS-CA as indicated on AS-CA's books and records on the Effective Date. The authorized shares of AS-FL, as well as the issued and outstanding shares of AS-FL after the merger, will be identical to such shares of AS-CA immediately prior to the merger.
4. Effect of Merger. On the Effective Date, the separate existence of AS-CA will cease, and AS-FL will be fully vested in all of AS-CA's rights, privileges, immunities, powers, and franchises, and subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.
5. Supplemental Action. If, at any time after the Effective Date, AS-FL determines that any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of AS-FL or AS-CA, as the case may be, whether past or remaining in office, will execute and deliver, on the request of AS-FL, any and all proper assurances, conveyances, and documents, and will perform all necessary or proper acts to carry out the provisions of this Plan.
6. Filing with the Florida Secretary of State; Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, AS-CA and AS-FL will cause their respective Presidents and Secretaries to execute Articles of Merger ("Articles") in the form attached to the Agreement of Merger. Upon that execution, this Plan will be incorporated by reference into the Articles as if fully set forth in the Articles and may also be attached as an exhibit to the Articles. Thereafter, AS-FL will deliver the Articles for filing to the Florida Secretary of State. In accordance with Section 607.1105(1)(b) of the Act, the Articles will specify the "Effective Date," which is January 1, 2001.

7. Amendment and Waiver. Any term or condition of this Plan may be waived at any time by either of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit waived. Waiver is effectuated by action taken by the Board of Directors of the waiving party. The Constituent Corporations may amend or modify this Plan in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as the change is in accordance with Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

ASPECTS SYSTEMS, INC.,
a Florida corporation

By: Neil Stewart
Neil Stewart, President

ASPECTS SYSTEMS, INC.,
a California corporation

By: Neil Stewart
Neil Stewart, President