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MERGER OR SHARE EXCHANGE

AL

CYBEAR ACQUISITION CORP.

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FLORIDA DEPARTMENT OF STATE
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Secretary of State

December 23, 2002

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CYBEAR ACQUISITION CORP.
4955 ORANGE DRIVE
ATTN: A. LICHTER
DAVIE, FL 33314

SUBJECT: CYBEAR ACQUISITION CORP.
REF: P00000108208

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 plan of merger must provide the name(s) and address(es) of the managers or managing members of the surviving limited liability company.

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Agnes Lunt
Document Specialist

FAX Aud. #: E02000239959
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CYBEAR ACQUISTION CORP. A FLORIDA ENTITY

INTO

CYBEAR, LLC A DELAWARE ENTITY. entity not qualified in Florida

File date: December 20, 2002

Corporate Specialist: Agnes Lunt

ARTICLES OF MERGER
OF
CYBEAR ACQUISITION CORP.
INTO
CYBEAR, LLC

FILED
Dec 20, 2002 08:00 AM
Secretary of State

Pursuant to the provisions of 607.1101 and 607.1108 and 607.1109 of the Florida Business Corporation Act (the "Act"), **CYBEAR ACQUISITION CORP.**, a Florida corporation (the "Company"), and **CYBEAR, LLC**, a Delaware limited liability company (the "LLC") adopt the following Articles of Merger for the purpose of merging the Company with and into the LLC.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

SECOND: The Plan of Merger was approved by the board of directors and the shareholders of the Company in accordance with the applicable provisions of Section 607.1109 of the Act.

THIRD: The Plan of Merger was approved by the LLC in accordance with the applicable laws of the state of Delaware.

FOURTH: The effective date of the merger shall be the date on which these Articles of Merger are filed.

FIFTH: The LLC does not have a principal office in the State in which it was formed, organized, or incorporated.

SIXTH: The LLC appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

SEVENTH: The LLC agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 18 day of December, 2002.

CYBEAR ACQUISITION CORP., a Florida corporation

By: ______________________
Name: Scott Lodin
Title: President

CYBEAR, LLC, a Florida limited liability company

By: ANDA, INC. its sole member

By: ______________________
Name: Scott Lodin
Title: Executive Vice President

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER
OF
CYBEAR ACQUISITION CORP.
(a Florida corporation)
INTO
CYBEAR, LLC
(a Delaware limited liability company)

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made as of this 16 day of December, 2002, between **CYBEAR ACQUISITION CORP.**, a Florida corporation (the "Company"), and **CYBEAR, LLC**, a Delaware limited liability company ("LLC", and together with the Company, the "Constituent Entities"):

WHEREAS, the Company has an aggregate authorized capital of 2,500 shares of common voting stock, $0.001 par value (the "Company's Common Stock").

WHEREAS, the Board of Directors and stockholders of the Company and the members of LLC deem it advisable and in the best interests of their respective entities that the Company merge with and into LLC under and pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and Section 607.1108 of the Florida Business Corporation Act (the "Florida Act") (hereinafter referred to as the "Merger").

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

1. **Merger.** Upon the terms and subject to the conditions hereof, at the Effective Time (as hereinafter defined) the Company shall be merged with and into LLC, and the separate existence of the Company shall thereupon cease, and LLC shall continue as the surviving entity in the Merger under the laws of the State of Delaware under the name CYBEAR, LLC. For purposes of this Agreement, LLC shall be referred to, for the period commencing on the Effective Time, as the "Surviving Entity".

2. **Effective Time of the Merger.** The Constituent Entities Merger shall cause (a) a certificate of merger (the "Delaware Certificate of Merger") to be filed with the office of the Secretary of State of Delaware in accordance with the provisions of the Delaware Act; and (b) Articles of Merger (the "Articles of Merger") to be filed with the office of the Secretary of State of Florida in accordance with the provisions of the Florida Act. When used herein, the term "Effective Time" shall mean the time when the Certificate of Merger has been accepted for filing by the Secretary of State of Delaware and the Articles of Merger have been accepted for filing by the Secretary of State of Florida, or such time as otherwise specified therein.

3. **Effect of the Merger**. The Merger shall, from and after the Effective Time, have all the effects provided by the Delaware Act. If at any time after the Effective Time, any further action is deemed necessary or desirable to carry out the purposes of this Agreement, the parties hereto agree that the Surviving Entity and its proper managers, members and officers shall be authorized to take, and shall take, any and all such action.

4. **Capital Stock.** As of the Effective Time, by virtue of the Merger and without any action on the part of any member of LLC or stockholder of the Company:

(a) All shares of the Company's Common Stock owned by the Company shall, by virtue of the Merger and without any action on the part of any shareholder, officer or director of the Company or any manager, member or officer of LLC, be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(b) Each issued and outstanding share of the Company's Common Stock shall, by virtue of the Merger and without any action on the part of any stockholder, officer or director of the Company or any manager, member or officer of LLC, be canceled and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(c) Each issued and outstanding membership interest of the LLC shall, by virtue of the Merger and without any action on the part of any stockholder, officer or director of the Company or any manager, member or officer of LLC, remain outstanding as one fully paid and nonassessable membership interest of the Surviving Entity.

5. **No Further Rights.** From and after the Effective Time, the Company stockholders holding the Company's Common Stock shall cease to have any rights as Company stockholders, except as provided herein or by law.

6. **Miscellaneous; Governing Law.** This Agreement (a) shall be binding on, inure to the benefit of and be enforceable by the parties and their respective heirs, successors and valid assigns; (b) may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument; (c) constitutes the entire agreement between the parties with respect to the subject matter hereof, and contains all the terms and conditions agreed upon by the parties hereto with respect to the transactions contemplated hereby, (d) may not be assigned without the prior written consent of the other parties, and (e) shall not be amended or modified except by written instrument signed by all of the parties. In the event any provision of this Agreement is held void or unenforceable, the entire balance of this Agreement shall remain in full force and effect. The section and subsection headings contained in this Agreement are for reference purposes only, and shall not affect in any way the meaning or interpretation of this Agreement. This Agreement shall be governed in all respects by the laws of the State of Delaware.

7. **Management.** The LLC is not managed by one or more managers. The sole member is Anda, Inc. at 4955 Orange Drive, Davie, Florida 33314.

****

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed by the Constituent Entities on the date first above written.

CYBEAR ACQUISITION CORP., a Florida corporation

By: ______________________
Name: Scott Lodin
Title: President

CYBEAR, LLC

By: ANDA, INC. its sole member

By: ______________________
Name: Scott Lodin
Title: Executive Vice President