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MERGER OR SHARE EXCHANGE

Symplicity Corporation

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**ARTICLES OF MERGER
MERGING
SYMPPLICITY CORPORATION,
A FLORIDA CORPORATION,
WITH AND INTO
SYMPPLICITY CORPORATION,
A DELAWARE CORPORATION**

Pursuant to the provisions of Sections 607.1101, 607.1103, 607.1105, and 607.1107 of the Florida Business Corporation Act, Symplicity Corporation, a Florida corporation (the "Merging Corporation"), and Symplicity Corporation, a Delaware corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Merging Corporation with and into the Surviving Corporation (the "Merger").

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

SECOND: The effective date of the Merger shall be the date on which the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

THIRD: The Plan of Merger was adopted by the board of directors of the Surviving Corporation on August 6, 2004, and shareholder approval was not required.

FOURTH: The Plan of Merger was adopted by the board of directors and the sole shareholder of the Merging Corporation on August 6, 2004.

IN WITNESS WHEREOF, each of the Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, as of this 9th day of August, 2004.

SYMPPLICITY CORPORATION, INC., a Florida corporation

By: 
Name: Ariel Friedler
Title: President, Secretary, and Treasurer

SYMPPLICITY CORPORATION, INC., a Delaware corporation

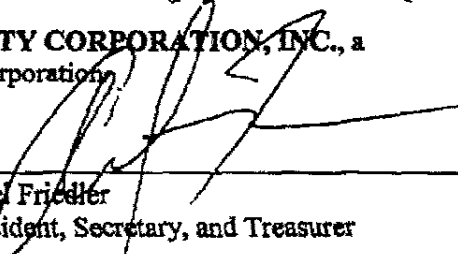
By: 
Name: Ariel Friedler
Title: President, Secretary, and Treasurer

EXHIBIT A

Agreement and Plan of Merger

See attached

**AGREEMENT AND PLAN OF MERGER
MERGING
SYMPPLICITY CORPORATION,
A FLORIDA CORPORATION
WITH AND INTO
SYMPPLICITY CORPORATION,
A DELAWARE CORPORATION**

This Agreement and Plan of Merger has been prepared in accordance with Section 252(b) of the General Corporation Law of the state of Delaware and Section 607.1101 of the Florida Business Corporation Act.

1. **Surviving Corporation.** Symplicity Corporation, a Florida corporation ("Merging Corporation"), shall be merged (the "Merger") with and into Symplicity Corporation, a Delaware corporation ("Surviving Corporation"). Surviving Corporation shall be the corporation surviving the Merger.

2. **Rights and Obligations.** The Merger shall be effective upon the filing of the Articles of Merger with the Florida Department of State and the Certificate of Merger with the Delaware Secretary of State (the "Effective Date"), and as of the Effective Date, Surviving Corporation shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of Merging Corporation and Surviving Corporation.

3. **Officers.** The officers of Surviving Corporation immediately prior to the Effective Date shall be the officers of Surviving Corporation as of and after the Effective Date, and each of them shall hold office until their respective successor is elected and qualified, or until their earlier resignation or removal.

4. **Directors.** The directors of Surviving Corporation immediately prior to the Effective Date shall be the directors of Surviving Corporation, and each of them shall hold office until their respective successor is elected and qualified, or until their earlier resignation or removal.

5. **Certificate of Incorporation.** The Certificate of Incorporation of Surviving Corporation that is in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of Surviving Corporation as of and after the Effective Date.

6. **Bylaws.** The Bylaws of Surviving Corporation that are in effect immediately prior to the Effective Date shall be the Bylaws of Surviving Corporation as of and after the Effective Date.

7. **Exchange of Shares.** As of the Effective Date, all issued and outstanding shares of Merging Corporation shall become issued and outstanding shares of Surviving Corporation at a rate of one (1) share of Surviving Corporation for each share of Merging Corporation issued and outstanding; provided, however, no fractional shares of Surviving Corporation shall be issued and therefore all fractional shares of Surviving Corporation after the

conversion shall be rounded to the nearest whole number. No further action of the stockholders of Merging Corporation is required to effect the conversion. All shares of Merging Corporation issued and outstanding prior to the Merger shall be cancelled as of the Effective Date.

8. Further Assurance of Title. From time to time, as and when requested by Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Merging Corporation such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in Surviving Corporation the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of Merging Corporation, and otherwise carry out the purposes of this Plan and Agreement of Merger, and the directors and appropriate officers of Surviving Corporation are fully authorized in the name and on behalf of Merging Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. Prior Corporate Acts. All corporate acts, plans, policies, contracts, approvals and authorizations of Merging Corporation, its stockholders, board of directors, committees elected or appointed by the board of directors, officers and agents, that were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Merging Corporation. On the Effective Date, the employees and agents of Merging Corporation shall become the employees and agents of Surviving Corporation and shall continue to be entitled to the same rights and benefits they enjoyed as employees and agents of Merging Corporation.

10. Stock Options. Merging Corporation's 2002 Stock Option Plan, as amended (the "Stock Plan"), and all options to acquire shares of the Common Stock of Merging Corporation that are issued and outstanding under the Stock Plan or otherwise immediately before the Effective Date shall continue in effect, as an option plan of Surviving Corporation and as options issued by Surviving Corporation, respectively, in accordance with the terms and conditions by which they were governed immediately before the Effective Date. No "additional benefits" within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended, shall be accorded to Merging Corporation's option holders pursuant to the assumption of their options by Surviving Corporation.

11. Employee Benefit Plans. On the Effective Date, Surviving Corporation shall assume all obligations of Merging Corporation under any and all employee benefit plans in effect as of such date with respect to which employee rights or accrued benefits are outstanding as of such date. On the Effective Date, Surviving Corporation shall adopt and continue in effect all such employee benefit plans upon the same terms and conditions as were in effect immediately prior to the Merger.

12. Tax Consequences. For federal income tax purposes, the Merger is intended to constitute a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended. The parties to this Plan hereby adopt this Plan as a "plan of reorganization" within the meaning of Sections 1.36g-2(g) and 1.368-3(a) of the United States Treasury Regulations.

13. Irrevocable Appointment of the Florida Secretary of State. Surviving Corporation irrevocably appoints the Florida Secretary of State as its agent to accept service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Merging Company.

14. Payment to Dissenting Shareholders. Surviving Corporation hereby agrees that it will promptly pay to the dissenting shareholders of Merging Corporation, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

This Plan and Agreement of Merger was adopted and approved by the Board of Directors of Merging Corporation by Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors, dated as of August 6, 2004; by the Sole Shareholder of Merging Corporation by Written Consent in Lieu of a Special Meeting of the Sole Shareholder, dated as of August 6, 2004; and by the Board of Directors of Surviving Corporation by Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors of Surviving Corporation, dated as of August 6, 2004.

IN WITNESS WHEREOF, the undersigned officers of Merging Corporation and Surviving Corporation acknowledge that the facts stated herein are true.

SYMPPLICITY CORPORATION, INC., a
Delaware corporation

By: 

Name: Ariel Friedler

Title: President, Secretary, and Treasurer

SYMPPLICITY CORPORATION, INC., a Florida
corporation

By: 

Name: Ariel Friedler

Title: President, Secretary, and Treasurer