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\*\*\* ALSO A CERTIFIED PUBLIC ACCOUNTANT

PO1000008552

March 6, 2001

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

300003830683--0  
-03/12/01--01092--026  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*Re: Cyberlogic, Inc. / 6017 - Florida merger*

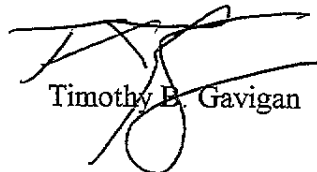
Dear Sir or Madam:

Enclosed for filing with your Office are an original and one (1) copy of the Articles of Merger for CYBERLOGIC, INC., together with a check in the amount of \$78.75, in payment of the requisite filing fee. After filing, please return a filed copy of the Articles of Merger to the undersigned.

Thank you for your assistance and if you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

MOREAU, MARKS & GAVIGAN, PLLC

  
Timothy B. Gavigan

TBG:slc  
Enclosures

FILED  
01 MAR 12 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

all merger  
3/15/01

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CYBERLOGIC, INC., a non qualified North Carolina corporation

INTO

**CYBERLOGIC, INC.**, a Florida entity, P01000008552

File date: March 12, 2001

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**  
of  
**CYBERLOGIC, INC.**  
with and into  
**CYBERLOGIC, INC.**

FILED  
01 MAR 12 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CYBERLOGIC, INC. (hereinafter the "**Surviving Corporation**"), a corporation organized under the laws of the State of Florida, pursuant to §§607.1105(1) and 607.1107 of the Florida Statutes, hereby submits these Articles of Merger for the purpose of merging CYBERLOGIC, INC. (hereinafter the "**Merging Corporation**"), a corporation organized under the laws of the State of North Carolina, with and into the Surviving Corporation:

1. The parties hereto agree to effect this Merger.
2. The corporation to survive the Merger is CYBERLOGIC, INC., a Florida corporation, which shall continue under the same name.
3. The total number of shares of stock of all classes which the parties hereto have authority to issue, have issued, and have voted in favor of the Plan of Merger is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Shares Authorized</u>	<u>Shares Issued</u>	<u>Shares In Favor</u>
Merging Corporation	Common (no par value)	100,000	600	600
Surviving Corporation	Common (no par value)	100,000	3	3

4. The manner and basis of exchanging and converting the issued stock of Merging Corporation is as follows: Each share of issued and outstanding Common Stock (no par value) of Merging Corporation shall be converted into one share of Common Stock (no par value) of Surviving Corporation. Upon the surrender of certificates representing shares of Merging Corporation stock by holders thereof, certificates for an equal number of Surviving Corporation stock shall be issued in exchange by Surviving Corporation. Shares of Surviving Corporation Common Stock outstanding at the date of this Merger shall, by virtue of the Merger, cease to exist and certificates representing such shares shall be canceled.
5. The principal offices of Merging Corporation and Surviving Corporation are located in Tampa, Florida. Neither party to the Merger owns property the title to which could be affected by the recording of an instrument among the land records.
6. These Articles and the Plan of Merger were duly adopted and approved by the boards of directors and stockholders of Merging Corporation and Surviving Corporation, respectively, in each case by Written Consent of all directors and all stockholders dated February 13, 2001, in the manner and by the vote required by the Florida Statutes.
7. The Plan of Merger is as follows:
  - 7.1. The Articles of Incorporation of Surviving Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of

Incorporation of Surviving Corporation and shall not be changed or amended by the Merger. Surviving Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

- 7.2. The Bylaws of Surviving Corporation, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of Surviving Corporation until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Article of Incorporation, or in the manner permitted by the applicable provisions of law.
- 7.3. The directors of Surviving Corporation as of the effective date of the Merger shall continue in office until the next Annual Meeting of the stockholders of Surviving Corporation. The number of directors of Surviving Corporation shall continue to be one and are the following persons: Jitendra A. Mehta.
- 7.4. The following officers of Surviving Corporation immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the board of directors of Surviving Corporation:

<u>Officer Name</u>	<u>Position</u>
Jitendra A. Mehta	President
Sujata Mehta	Secretary

- 7.5. Each share of issued and outstanding Common Stock (no par value) of Merging Corporation shall be converted into one share of Common Stock (no par value) of Surviving Corporation. Upon the surrender of certificates representing shares of Merging Corporation stock by holders thereof, certificates for an equal number of Surviving Corporation stock shall be issued in exchange by Surviving Corporation. Shares of Surviving Corporation Common Stock (no par value) outstanding at the date of this Merger shall, by virtue of the Merger, cease to exist and certificates representing such shares shall be canceled.
- 7.6. On the effective date of the Merger, the separate existence of Merging Corporation shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon Surviving Corporation, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by Surviving Corporation to evidence such transfer, vesting, or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Merging Corporation by the last acting officers thereof, or by the corresponding officers of Surviving Corporation.

- 7.7. After approval of this Plan by the shareholders of Merging Corporation and Surviving Corporation, and at any time prior to the Merger's becoming effective, the board of directors of Surviving Corporation may, in their discretion, abandon the Merger.
8. The Merger will become effective upon filing.

This the 13th day of February, 2001.

CYBERLOGIC, INC.

By: J. A. Mehta  
Jitendra A. Mehta, Chairman

CYBERLOGIC, INC.

By: J. A. Mehta  
Jitendra A. Mehta, Chairman