

P01000010537

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MERGER OR SHARE EXCHANGE

CONNEXSYS, INC.

Certificate of Status	0
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P.2/6

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Page 2 of

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ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPLEXNET, LLC A FLORIDA ENTITY

INTO

CONNEXSYS, INC., a Florida entity, P01000010537

File date: March 21, 2001

Corporate Specialist: Agnes Lunt

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**ARTICLES OF MERGER
OF
COMPLEXNET, LLC L-2435
(a Florida limited liability company)
(" Merging Entity")**

**WITH AND INTO
CONNEXSYS, INC. pol-10537
(a Florida corporation)
(" Surviving Corporation")**

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Pursuant to the provisions of Sections 607.1108, 607.1101, 607.1103, 607.1105, 607.1106, and 607.1109 of the Florida Business Corporation Act (the "FBCA"), and Sections 608.438, 608.4381, 608.4382 and 608.4383 of the Florida Limited Liability Company Act (the "FLLCA"), the undersigned enter into these Articles of Merger by which Complexnet, LLC, a Florida limited liability company (the "Merging Entity"), shall be merged with and into Connexsys, Inc., a Florida corporation (the "Surviving Corporation"), and the Surviving Corporation shall be the surviving business entity, in accordance with an Agreement and Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the FBCA and Section 608.4381 of the FLLCA. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the Plan was adopted as of January 1, 2001, pursuant to Section 607.1103 and 607.1108 of the FBCA, by joint unanimous written consent of the directors and shareholders of Connexsys, Inc., a Florida corporation. The only voting group of Connexsys, Inc., entitled to vote on adoption of the Plan was the holders of common stock. The number of votes cast by such voting group was sufficient for approval by that group.

THIRD, the Plan was adopted as of January 1, 2001, pursuant to Section 608.4381 of the FLLCA, by joint unanimous written consent of the managers and members of the Merging Entity.

FOURTH, the merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Florida Secretary of State.

Fax Audit No. H01000028959

IN WITNESS WHEREOF, these Articles of Merger have been executed by Complexnet, LLC, as the Merging Entity, and by Connexsys, Inc., as the Surviving Corporation, this 2nd day of February, 2001.

MERGING ENTITY

COMPLEXNET, LLC, a Florida limited liability company

By: Mr. Cliff Holt
Cliff Holt, Chief Executive Officer

SURVIVING CORPORATION

CONNEXSYS, INC., a Florida corporation

By: Mr. Cliff Holt
Cliff Holt, Chief Executive Officer

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") is entered into as of January 1, 2001, by and between CONNEXSYS, INC., a Florida corporation ("Buyer") and COMPLEXNET, L.L.C., a Florida limited liability company ("Company").

WHEREAS, Buyer owns 100% of the membership interests of Company and desires to merge Company with and into Buyer pursuant to Sections 607.1108 of the Florida Business Corporation Act ("FBCA") and 608.438 of the Florida Limited Liability Company Act ("FLLCA").

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

1. The Merger. At the Effective Time (defined below), on and subject to the terms and conditions of this Plan, Company will merge with and into Buyer (the "Merger"). The separate existence of Company shall cease, and Buyer shall be the corporation surviving the Merger (the "Surviving Corporation") and shall be governed by the laws of the State of Florida.

2. Actions at the Closing. Company and Buyer will file with the Secretary of State of the State of Florida Articles of Merger (the "Articles of Merger") in such form as required by, and executed and certified in accordance with, the relevant provisions of the FBCA and FLLCA.

3. Effect of Merger.

(a) The Merger shall become effective at the time (the "Effective Time") Buyer and Company file the Articles of Merger with the Secretary of State of Florida. The Merger shall have the effect set forth in the FBCA and the FLLCA. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of Company in order to carry out and effectuate the transactions contemplated by this Agreement.

(b) The Articles of Incorporation of Buyer in effect at and as of the Effective Time will be the Articles of Incorporation of the Surviving Corporation upon and following the Merger.

(c) The Bylaws of Buyer in effect at and as of the Effective Time will be the Bylaws of the Surviving Corporation upon and following the Merger.

(d) The directors and officers of Buyer in office at and as of the Effective Time will be the directors and officers of the Surviving Corporation upon and following the Merger.

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4. Cancellation of Company Membership Interests. At and as of the Effective Time, each membership interest in Company shall be cancelled and retired.

COMPLEXNET, L.L.C.

CONNEXSYS, INC.

By: M. Cliff Holt
Cliff Holt, Chief Executive Officer

By: M. Cliff Holt
Cliff Holt, Chief Executive Officer

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