

P01000063922

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July 2, 2001

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

500004462715--1
-07/06/01--01078--003
*****70.00 *****70.00

Re: **MERGER** of AE Performance Consulting, Inc. (Maryland)
into AE Performance Consulting, Inc. (Florida)

Dear Sir or Madam:

We are enclosing for filing one executed original of the Articles of Merger of AE Performance Consulting, Inc., a Maryland corporation, and AE Performance Consulting, Inc., a Florida corporation. **The Florida corporation will survive.**

Also enclosed is a check in the amount of \$70.00 to cover the filing fee (\$35 for each involved corporation).

Also enclosed is a copy of the Plan of Merger.

If you have any questions, please telephone the undersigned.
at (202) 785-8887. Thank you for your assistance.

Sincerely,

Michael J. Golub
Michael J. Golub

Merger
7-12-01
MJS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL -6 PM 2:13

FILED

MJG
enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AE PERFORMANCE CONSULTING, INC., a Maryland corporation not qualified
in Florida

INTO

AE PERFORMANCE CONSULTING, INC., a Florida entity, P01000063922.

File date: July 6, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>AE Performance Consulting, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>AE Performance Consulting, Inc.</u>	<u>Maryland</u>
_____	_____
_____	_____
_____	_____
_____	_____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 20, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 20, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

1. **Introduction**

Typed or Printed Name of Individual & Title

Sheryl P. Golub, President

Sheryl P. Golub, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>AE Performance Consulting, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>AE Performance Consulting, Inc.</u>	<u>Maryland</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

SEE ATTACHMENT #1

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHMENT #2

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

PLAN OF MERGER:

AE PERFORMANCE CONSULTING, INC. (MD) and
AE PERFORMANCE CONSULTING, INC. (FL)

ATTACHMENT #1

1. Surviving Corporation. AE Performance Consulting, Inc., a State of Florida corporation ("AE/Florida" or the "surviving corporation"), shall survive the merger and shall continue to be governed by the laws of the State of Florida. The separate corporate existence of AE Performance Consulting, Inc., a State of Maryland corporation ("AE/Maryland"), shall cease forthwith on the Effective Date.

2. Articles of Incorporation and By-Laws. The Articles of Incorporation of AE/Florida as of the effective date shall become and continue to be the Articles of Incorporation of the surviving corporation until changed as provided by law. The By-Laws of AE/Florida as of the effective date shall become and continue to be the By-Laws of the Surviving Corporation until altered or amended in accordance with the provisions thereof.

3. Directors and Officers. The directors and officers of AE/Maryland as of the effective date shall become and continue to be the directors and officers of the surviving corporation until their successors are chosen.

4. Surrender of Stock Certificate. The stockholders of AE/Maryland shall, on the effective date, surrender their stock of AE/Maryland to AE/Maryland for cancellation. They shall thereafter be issued by AE/Florida stock certificates representing the same number of shares of AE/Florida.

5. Rights, and Liabilities of Constituent Corporations. On the effective date, the surviving corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers and franchises both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the constituent corporations; and all rights, privileges, powers and franchises of each of the constituent corporations and all property, real, personal and mixed, and all debts due to either of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers, franchises and interests shall thereafter be the property of the surviving corporation as they were of the respective constituent corporations.

6. Effective Date. The merger is effective upon filing of the Articles of Merger.

PLAN OF MERGER:

AE PERFORMANCE CONSULTING, INC. (MD) and
AE PERFORMANCE CONSULTING, INC. (FL)

ATTACHMENT #2

Each share of the issued and outstanding common stock of AE/Maryland immediately prior to the effective date shall be canceled and voided. Thereafter, each stockholder of AE/Maryland will, after the effective date, be deemed to own shares of the surviving corporation in the same number and proportion as their ownership in AE/Maryland prior to the merger.