PO1000079091

Florida Department of State

Division of Corporations
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(((H01000104058 2)))

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MERGER OR SHARE EXCHANGE

IOCOMP SOFTWARE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	$87.50

Merger

10-3-01

ARTICLES OF MERGER
Merger Sheet

- -

MERGING:

IOCOMP SOFTWARE, INC., a California corporation not qualified to transact business in the State of Florida.

INTO

IOCOMP SOFTWARE, INC., a Florida entity, P01000079091

File date: October 3, 2001

Corporate Specialist: Darlene Connell

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 3, 2001

IOCOMP SOFTWARE, INC.
7021 GRAND NATIONAL DRIVE, SUITE 101
ORLANDO, FL 32819

SUBJECT: IOCOMP SOFTWARE, INC.
REF: P01000079091

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 Florida statute number shown in the Articles of Merger is incorrect.
The correct statute number is 607.1105. Please remove the 607.1104 and
replace with 607.1105.

Please return your document, along with a copy of this letter, within 60
days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please
call (850) 245-6906.

Darlene Connell   FAX Aud. #: H01000104058
Corporate Specialist   Letter Number: 401A00055453

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H01000104058 2

ARTICLES OF MERGER
FOR
IOCOMP SOFTWARE, INC.

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to § 607.1105, Florida Statutes (2001).

FIRST. The name and jurisdiction of the surviving corporation is: IOCOMP SOFTWARE INC., a Florida corporation.

SECOND. The names and jurisdictions of each merging corporation are:

   1. IOCOMP SOFTWARE, INC., a California corporation.

   2. IOCOMP SOFTWARE, INC., a Florida corporation.

THIRD. The Plan of Merger is attached and has been approved by the shareholders upon recommendation by the board of directors.

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

FIFTH. The Plan of Merger was adopted by the shareholders of the surviving corporation on September 13, 2001.

SIXTH. The Plan of Merger was adopted by the shareholders of the merging corporation on September 13, 2001.

SEVENTH. Authorization:

IOCOMP SOFTWARE, INC., a California corporation

By: _____
   Marshall Carroll, President

IOCOMP SOFTWARE, INC., A Florida corporation

By: _____
   Marshall Carroll, President

FILED
2001 OCT -3 PM 2: 26
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DIVISION OF CORPORATIONS

H01000104058 2

PLAN OF MERGER
FOR
IOCOMP SOFTWARE, INC.

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes (2001) and in accordance with California Corporations Code Section 1110.

FIRST. The name and jurisdiction of the surviving corporation is: IOCOMP SOFTWARE INC., a Florida corporation.

SECOND. The names and jurisdictions of each merging corporation are:

A.) IOCOMP SOFTWARE, INC., a California corporation.

B.) IOCOMP SOFTWARE, INC., a Florida corporation.

THIRD. The terms and conditions of the merger are as follows:

All business operations, assets, liabilities, rights, and duties of the California corporation, IOCOMP SOFTWARE, INC. (IOCOMP California) shall be assumed by the Florida corporation, IOCOMP SOFTWARE, INC. (IOCOMP Florida).

IOCOMP California shall cease doing business as a going concern on the date of filing the articles of merger.

FOURTH. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation are as follows:

The 25,000,000 outstanding shares of IOCOMP California stock shall be converted into the 25,000,000 authorized shares of IOCOMP Florida stock on a one-to-one basis.

FIFTH. Amendments to the articles of incorporation of the surviving corporation are as follows:

Effective September 13, 2001, amendment of ARTICLE 4 of the Articles of Incorporation to change the number of share the corporation is authorized to have outstanding at any one time from 1,000,000 to 25,000,000. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

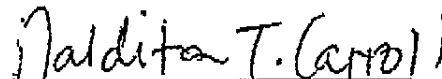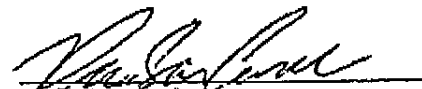## APPROVAL OF ARTICLES AND PLAN OF MERGER

We the undersigned shareholders of IOCOMP SOFTWARE, a California corporation hereby accept and approve the Articles and Plan of Merger.

Marshall Carroll   Date: 9/13/01

Naldita Carroll   Date: 9-14-01

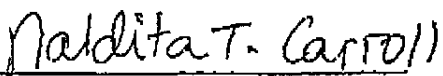Patrick Carroll   Date: Sept/13/2001

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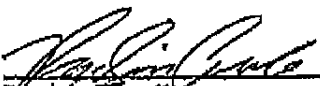
APPROVAL OF ARTICLES AND PLAN OF MERGER

We the undersigned shareholders of IOCOMP SOFTWARE, a Florida corporation hereby accept and approve the Articles and Plan of Merger.

_____   Date: _____9/13/01_____
Marshall Carroll

Naldita T. Carroll   Date: ____9-14-01____
Naldita Carroll

_____   Date: ____Sept-13/2001____
Patrick Carroll