

PD1000110366
Lay Office
TIMOTHY M. GOAN, P.A.

CORPORATE PLAZA
1 CORPORATE DRIVE
SUITE 1-C
PALM COAST, FLORIDA 32137

386 TELEPHONE
(904) 445-9003
FACSIMILE
(904) 445-0540

January 18, 2002

800004791648--3
-01/23/02--01057--007
*****30.00 *****30.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

800004791648--3
-01/23/02--01057--008
*****5.00 *****5.00

Re: Integral Consulting Group, Inc. and Silicon Beach Systems, Inc.'s merger

To Whom It May Concern:

Enclosed please find the original Articles of Merger for filing (Plan of Merger attached thereto) for filing. Please file accordingly. This firm's check in the amount of \$30.00 is enclosed and an additional requested \$5.00.

Thank you for your attention to this matter.

Sincerely,

Kristine M. Wolfe

Kristine M. Wolfe
Legal Assistant to Timothy M. Goan

800004791648--3
-01/28/02--01089--010
*****35.00 *****35.00

Encl.

FILED
02 JAN 28 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

JAN 28 2002

Law Office

TIMOTHY M. GOAN, P.A.

CORPORATE PLAZA
1 CORPORATE DRIVE
SUITE 1-C
PALM COAST, FLORIDA 32137

TELEPHONE
(904) 445-9003
FACSIMILE
(904) 445-0540

January 24, 2002

Secretary of State
Attn: Thelma Lewis
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

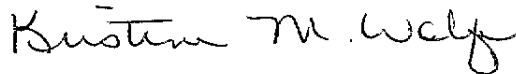
Re: Integral Consulting Group, Inc. and Silicon Beach Systems, Inc.'s merger

Dear Ms. Lewis:

Pursuant to our conversation today, enclosed please find this firm's check in the amount of \$35.00 representing payment for the merger referenced above. You are holding the originals until receipt of the enclosed check. Please file the merger documents accordingly.

Thank you for your attention to this matter.

Sincerely,



Kristine M. Wolfe
Legal Assistant to Timothy M. Goan

Encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 16, 2002

TIMOTHY M. GOAN, ESQ.
CORPORATE PLAZA
1 CORPORATE DRIVE, SUITE 1-C
PALM COAST, FL 32137

SUBJECT: SILICON BEACH SYSTEMS, INC.
Ref. Number: P01000110366

We have received your document for SILICON BEACH SYSTEMS, INC. and check(s) totaling \$30.00. However, your check(s) and document are being returned for the following:

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 302A00002315

Law Office

TIMOTHY M. GOAN, P.A.

CORPORATE PLAZA
1 CORPORATE DRIVE
SUITE 1-C
PALM COAST, FLORIDA 32137

TELEPHONE
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January 14, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

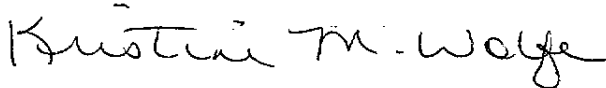
Re: Integral Consulting Group, Inc. and Silicon Beach Systems, Inc.'s merger

To Whom It May Concern:

Enclosed please find the original Articles of Merger for filing (Plan of Merger attached thereto) for filing. Please file accordingly. This firm's check in the amount of \$30.00 is enclosed.

Thank you for your attention to this matter.

Sincerely,



Kristine M. Wolfe
Legal Assistant to Timothy M. Goan

Encl.

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

INTEGRAL CONSULTING GROUP, INC., a Florida entity, P01000043229

INTO

SILICON BEACH SYSTEMS, INC., a Florida entity, P01000110366.

File date: January 28, 2002

Corporate Specialist: Thelma Lewis

FILED
02 JAN 28 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger

INTEGRAL CONSULTING GROUP, INC., and SILICON BEACH SYSTEMS, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Plan of Merger is:

See attached Plan of Merger

2. The effective date of the Merger is: January 1, 2002
3. Shareholder approval was not required pursuant to §607.1103(7).
4. Integral Consulting Group, Inc. adopted the Plan of Merger on Jan 1, 2002, by a vote of the board of directors.
5. Silicon Beach Systems, Inc., adopted the Plan of Merger on Jan 1, 2002, by a vote of the board of directors.
6. Articles of Incorporation of the surviving corporation are amended to read as follows:

N/A

INTEGRAL CONSULTING GROUP, INC.
a Florida corporation

By: 

Terry Nichols
President and Secretary

SILICON BEACH SYSTEMS, INC.
a Florida corporation

By: 

Terry Nichols
President and Secretary

STATE OF FLORIDA
COUNTY OF FLAGLER

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Terry Nichols, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named persons: driver's license; and that an oath was/was not taken.

Witness my hand and official seal in the County and State last aforesaid this 10th day of

Jan., 2002.

Kristine M. Wolfe
NOTARY PUBLIC

My Commission Expires:



Kristine M. Wolfe
Commission # DD 015025
Expires May 7, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Plan of Merger

INTEGRAL CONSULTING GROUP, INC., ("*i-CG*") a Florida corporation and SILICON BEACH SYSTEMS, INC., ("Silicon"), a Florida corporation, hereby adopt the following Plan of Merger pursuant to §607.1101, Fla. Stat. (2000).

1. Name of each corporation planning to merge is:

Integral Consulting Group, Inc.
Silicon Beach Systems, Inc.

2. Name of surviving corporation is:

Silicon Beach Systems, Inc.

3. The terms and conditions of the merger are:

i-CG will be absorbed into Silicon and all *i-CG* assets and operations shall be controlled hereafter by Silicon.

4. The manner and basis of converting the shares of each corporation is:

The 100 shares of *i-CG* issued and outstanding shall be converted into 100 shares of Silicon stock at par value.

5. The manner and basis of converting rights to acquire shares of each corporation is:

The right to acquire shares of Silicon are hereafter controlled by Silicon's by-laws and articles and shareholder agreements, including any amendments thereto.

6. The following are amendments to or a restatement of the articles of incorporation of the surviving corporation:

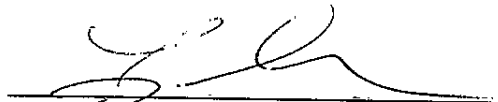
Terry Nichols shall be the sole director of the surviving corporation.

7. The effective date of the merger is:

JAN 1, 2002.

8. Other provisions relating to the merger:

N/A


Terry Nichols
Terry Nichols

As the Board of Director of
Silicon Beach Systems, Inc.
a Florida corporation


Leah Alexander-Nichols

As the Board of Directors of
Integral Consulting Group, Inc.
A Florida corporation