

Division of Corporations

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P01000118137
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Florida Department of State
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MERGER OR SHARE EXCHANGE

INTERFUSE TECHNOLOGY CORPORATION

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

Merge
 12/20/01
 12/18/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

TOTAL SYSTEM SOLUTIONS, INC., a New York corporation, not qualified in
Florida

INTO

INTERFUSE TECHNOLOGY CORPORATION, a Florida entity, P01000118137

File date: December 18, 2001

Corporate Specialist: Karen Gibson

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 19, 2001

INTERFUSE TECHNOLOGY CORPORATION
17241 NE 13TH AVE
NORTH MIAMI BEACH, FL 33162

SUBJECT: INTERFUSE TECHNOLOGY CORPORATION
REF: F01000118137

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

The name of the merging corporation does not appear to be the same throughout the document. Please correct the name to read as filed with the State of New York.

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
Corporate Specialist

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

12/19/2001 WED 10:54 [TX/RX NO 9567] 0001

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ARTICLES OF MERGER
OF
TOTAL SYSTEM SOLUTIONS, INC.
(a New York corporation)
WITH AND INTO
INTERFUSE TECHNOLOGY CORPORATION
(a Florida corporation)

Pursuant to Section 607.1105
of the Florida Business Corporation Act

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

ARTICLE I
State of Incorporation; Name of Surviving Corporation

The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Total System Solutions, Inc.	New York
Interfuse Technology Corporation	Florida

Interfuse Technology Corporation, a Florida corporation, shall be the surviving corporation. At the Effective Time (as defined herein), the name of the surviving corporation shall be:

"Interfuse Technology Corporation"

ARTICLE II
Plan of Merger

The Plan of Merger is attached hereto as Exhibit A.

ARTICLE III
Approval of the Plan

The Board of Directors of Total System Solutions, Inc., a New York corporation ("TSS-NY") reviewed, considered and, at by unanimous written consent of the Board of Directors of TSS-NY approved and adopted the Agreement and Plan of Merger ("Agreement and Plan of Merger") dated December 17, 2001, by and among TSS-NY and Interfuse Technology Corporation, a Florida corporation ("ITC-FL").

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The Agreement and Plan of Merger was approved by a the written consent of a majority of the shareholders of TSS-NY and in accordance with applicable state law on December 17, 2001.

The Board of Directors of ITC-FL reviewed, considered, and pursuant to an unanimous action by written consent in accordance with Section 607.0822 of the FBCA duly adopted the Agreement and Plan of Merger, as of December 17, 2001. Shareholder approval not required.

ARTICLE IV
Effective Time


These Articles of Merger shall become effective on December 17, 2001.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be duly executed by their respective authorized officers as of December 17, 2001.

TOTAL SYSTEM SOLUTIONS, INC.,
a New York corporation

By: 
Daniel Goodman
President

INTERFUSE TECHNOLOGY CORPORATION,
a Florida Corporation

By: 
Daniel Goodman
President

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**PLAN OF MERGER OF
TOTAL SYSTEM SOLUTIONS, INC.
(a New York corporation)**

**WITH AND INTO
INTERFUSE TECHNOLOGY CORPORATION
(a Florida corporation)**

PLAN OF MERGER ("Plan of Merger") dated as of December 17, 2001, describes the merger of Total System Solutions, Inc., a New York corporation ("TSS-NY"), with and into Interfuse Technology Corporation, a Florida corporation ("ITC-FL").

RECITALS

WHEREAS, the respective Boards of Directors of TSS-NY and ITC-FL have determined that the merger of TSS-NY with and into ITC-FL (the "Merger"), to effect a reincorporation of TSS-NY in the State of Florida, would be fair and in the best interests of their respective stockholders, and such Boards of Directors have approved such Merger, pursuant to which each issued and outstanding share of common stock, par value \$0.01 per share, of TSS-NY (the "Common Stock ") will be converted into the right to receive shares of ITC-FL as provided herein and each issued and outstanding share of TSS-NY Preferred Stock will be converted into the right to receive shares of ITC-FL preferred stock as provided herein; and

WHEREAS, in accordance with applicable law and the Articles of Incorporation and Bylaws of TSS-NY, approval of the Merger and this Plan of Merger requires the affirmative vote of a majority of the outstanding shares of Common Stock and Preferred Stock entitled to vote thereon; and

WHEREAS, the Merger and this Plan of Merger providing for the Merger pursuant to Section 607.1103 of the Florida Statutes and the applicable sections of the New York General Corporation Law having been approved by the Board of Directors and a majority of the Shareholders of each of the parties thereto;

NOW THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties do hereby agree that the Plan of Merger shall be as follows:

**ARTICLE I
TERMS OF THE MERGER**

1.1 **The Merger.** Upon the terms and subject to the conditions of this Plan of Merger and in accordance with the General Corporation Law of the State of New York (the "New York Law") and Florida Business Corporation Act (the "Florida Law"), at the Effective Time TSS-NY shall be merged with and into ITC-FL. As a result of the Merger, the separate corporate existence of TSS-NY shall cease and ITC-FL shall continue as the surviving corporation of the Merger (the "Surviving Corporation") and shall continue to be governed by Florida Law.

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1.2 Effective Time. On the Closing Date of the Merger, ITC-FL and TSS-NY shall cause (i) the Certificate of Merger ("Certificate of Merger"), and (ii) the Articles of Merger for the Merger ("Articles of Merger"), meeting the requirements of the New York Law and the Florida Law, respectively, to be properly executed and filed. The Merger shall become effective on the date and at the time on which the Certificate of Merger and the Articles of Merger shall have been accepted for filing by the Secretary of State of the State of New York and the Secretary of State of the State of Florida, respectively, or such later date and time as agreed upon in writing by TSS-NY and ITC-FL and specified in both the Certificate of Merger and the Articles of Merger (such time and date being referred to herein as the "Effective Time"). Subject to the terms and conditions of this Plan of Merger, on and after the Closing Date the parties hereto agree to take all such further actions as may be required by law to make the Merger effective.

1.3 The Closing. The Closing of the Merger and transactions contemplated by this Plan of Merger will take place at a mutually agreeable time of the parties in the offices of counsel to ITC-FL, or such other place as may be mutually agreed upon by the parties hereto.

1.4 Effects of the Merger. From and after the Effective Time, the Merger will have the effects set forth in the New York Law and the Florida Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of ITC-FL and TSS-NY shall be vested in the Surviving Corporation, and all debts, liabilities and duties of ITC-FL and TSS-NY shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE II CERTIFICATE OF INCORPORATION AND BYLAWS

2.1 Certificate of Incorporation. The Certificate of Incorporation of ITC-FL as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.

2.2 Bylaws. The Bylaws of ITC-FL as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

ARTICLE III BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

3.1 Board of Directors. The directors of ITC-FL at the Effective Time shall be the initial directors of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

3.2 Officers. The officers of ITC-FL at the Effective Time shall be the initial officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected or appointed and qualified, as the case may be.

ARTICLE IV

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CONVERSION OF STOCK

At the Effective Time, by virtue of the Merger and without any action on the part of the parties hereto or their respective stockholders:

4.1 **Common Stock.** With respect to each holder of record of Common Stock outstanding immediately prior to the Effective Time, the shares of Common Stock held by such holder shall cease to be outstanding and shall be converted into the right to receive that number of shares of ITC-FL Common Stock determined by multiplying the number of such shares of Common Stock times 15,488.84.

4.2 **Preferred Stock.** With respect to each holder of record of Preferred Stock outstanding immediately prior to the Effective Time, the shares of Preferred Stock held by such holder shall cease to be outstanding and shall be converted into the right to receive that number of shares of Series A Preferred Common Stock of ITC-FL determined by multiplying the number of such shares of Preferred Stock times 15,488.84.

4.3 **ITC-FL Common Stock.** Each share of common stock of ITC-FL outstanding and each share held in treasury immediately prior to the Effective Time shall remain outstanding and be unaffected by the Merger.

4.4 **Fractional Shares.** Notwithstanding any other provision of this Plan of Merger, no fraction of a share of ITC-FL Common Stock or ITC-FL Preferred Stock shall be issued in connection with the conversion of the Common Stock, or Preferred Stock, in the Merger. All stock issuances shall be rounded to the nearest whole number.

ARTICLE V FURTHER ASSURANCES

At and after the Effective Time, the officers and directors of the Surviving Corporation will be authorized to execute and deliver, in the name and on behalf of TSS-NY or ITC-FL, any deeds, bills of sale, assignments or assurances and to take and do, in the name and on behalf of TSS-NY or ITC-FL, any other actions and things to vest, perfect or confirm of record or otherwise in the Surviving Corporation any and all right, title and interest in, to and under any of the rights, properties or assets of TSS-NY or ITC-FL acquired or to be acquired by the Surviving Corporation as a result of, or in connection with the Merger.

ARTICLE VI DEFINITIONS

For purposes of this Plan of Merger, the capitalized terms used in this Plan of Merger shall have the meanings specified or referred to in Appendix A hereto which is incorporated herein by reference.

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**ARTICLE IX
MISCELLANEOUS**

9.1 This Plan of Merger may be amended or supplemented at any time by mutual agreement of TSS-NY and ITC-FL. Any such amendment or supplement must be in writing and approved by their respective Boards of Directors.

9.2 Any notice or other communication required or permitted under this Plan of Merger shall be given, and shall be effective, in accordance with the provisions of the Merger Agreement.

9.3 The headings of the several Articles herein are inserted for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Plan of Merger.

9.4 This Plan of Merger may be executed in one or more counterparts, all of which shall be considered one and the same agreement.

9.5 This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida applicable to agreements made and entirely to be performed in such jurisdiction, except to the extent federal law may be applicable.

IN WITNESS WHEREOF the parties hereto have caused this Plan of Merger to be duly executed by their respective authorized officers as of the day and year first above written.

TOTAL SYSTEM SOLUTIONS, INC.,
a New York corporation

(CORPORATE SEAL)

By: 

Daniel Goodman
President and Secretary

INTERFUSE TECHNOLOGY CORPORATION,
a Florida corporation

(CORPORATE SEAL)

By: 

Daniel Goodman
President and Secretary

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H01000122387 3**APPENDIX A****DEFINITIONS**

"Affiliate" means, with respect to any Person, any other Person, directly or indirectly, controlling, controlled by, or under common control with, such Person. For purposes of this definition, the term "control" (including the correlative terms "controlling", "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, or partnership or other ownership interests, by contract, or otherwise.

"Articles of Merger" shall have the meaning set forth in Section 1.2 of this Plan of Merger.

"Business Day" means any day other than a Saturday, Sunday or one on which banks are authorized or required by Law to close in the State of Florida.

"Certificate of Merger" shall have the meaning set forth in Section 1.2 of this Plan of Merger.

"Closing" means the closing of the Merger in the time and manner contemplated in Section 1.3 of this Plan of Merger.

"Closing Date" means the date on which the Closing occurs.

"Code" means the Internal Revenue Code of 1986, as amended.

"Common Stock" means the common stock, par value \$.01 per share, of TSS-NY.

"New York Law" shall have the meaning set forth in Section 1.1 of this Plan of Merger.

"TSS-NY" shall have the meaning set forth in the Preamble.

"Effective Time" shall have the meaning set forth in Section 1.2 of this Plan of Merger.

"ERISA" means the Employee Retirement Income Security Act of 1974.

"ERISA Affiliate" of any Person means any other Person which, together with such Person, would be treated as a single employer under Section 414 of the Code.

"Exchange Act" means the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

"Florida Law" shall have the meaning set forth in Section 1.1 of this Plan of Merger.

"Governmental Entity" means any federal, state or local governmental authority, any transgovernmental authority or any court, tribunal, administrative or regulatory agency or commission or other governmental authority, agency, instrumentality, or other public body, domestic or foreign.

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"Law" means any federal, state, local, municipal, foreign, international, multinational, or other judicial or administrative order, judgment, decree, constitution, statute, rule, regulation, treaty, ordinance or principle of common law.

"Merger" shall have the meaning set forth in the Recitals.

"Person" means an individual, a corporation, a limited liability company, a partnership, an association, a trust or any other entity or organization, including any Governmental Entity.

"Plan of Merger" shall have the meaning set forth in the Preamble.

"Preferred Stock" means Series A Preferred Stock, par value \$.0001 per share, of TSS-NY.

"Surviving Corporation" shall have the meaning set forth in Section 1.1 of this Plan of Merger.

"Tax" or "Taxes" means any federal, state, county, local or foreign taxes, charges, levies, imposts, duties, other assessments or similar charges of any kind whatsoever, including any interest, penalties and addition imposed thereon or with respect thereto.

"ITC-FL Common Stock" means the common stock of ITC-FL, par value \$.01 per share.

"ITC-FL Preferred Stock" mean the Series A Convertible Preferred Stock of ITC-FL, par value \$.0001.

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