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Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
SPECTRUM CONSULTANTS AND SYSTEMS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SPECTRUM CONSULTANTS AND SYSTEMS, INC., a California corporation
not qualified in Florida

INTO

SPECTRUM CONSULTANTS AND SYSTEMS, INC., a Florida entity,
P02000009490.

File date: January 30, 2002

Corporate Specialist: Karen Gibson

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#02000024939

FILED
02 JAN 30 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN
CORPORATIONS
INTO

SPECTRUM CONSULTANTS AND SYSTEMS, INC., a Florida corporation

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of Corporation	State of Corporation	EIN
SPECTRUM CONSULTANTS AND SYSTEMS, INC.	California	95-3916975
SPECTRUM CONSULTANTS AND SYSTEMS, INC.	Florida	

SPECTRUM CONSULTANTS AND SYSTEMS, INC., a Florida corporation is the surviving corporation.

2. The laws of the state under which the constituent foreign corporation is organized permit merger.

3. The name of the surviving corporation is SPECTRUM CONSULTANTS AND SYSTEMS, INC., a Florida corporation, and it is to be governed by the laws of the State of Florida.

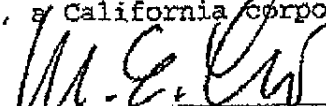
4. The attached plan of merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized.

5. The merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.

Dated January 18, 2002.

SPECTRUM CONSULTANTS AND SYSTEMS,
INC., a California corporation.

By:


MICHAEL E. CORBETT, PRESIDENT

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SPECTRUM CONSULTANTS AND SYSTEMS,
INC., a Florida corporation

By: M.E. Corbett

Michael E. Corbett, President

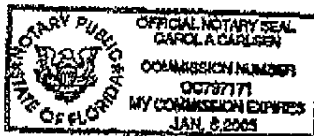
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Michael E. Corbett, as President of Spectrum Consultants and Systems, Inc., a California corporation, to me well known, and who executed the foregoing instrument as subscribed thereto.

WITNESS my hand and official seal this 18 day of JANUARY, 2002.

Carol A. Carlson
Notary Public

My Commission expires:



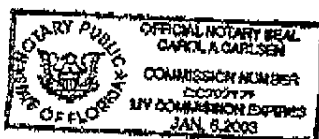
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Michael E. Corbett, as President of Spectrum Consultants and Systems, Inc., a Florida corporation, to me well known, and who executed the foregoing instrument as subscribed thereto.

WITNESS my hand and official seal this 18 day of JANUARY, 2002.

Carol A. Carlson
Notary Public

My Commission expires:



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Plan of merger.

Plan of merger dated January 28, 2002 between SPECTRUM CONSULTANTS AND SYSTEMS, INC., a Florida corporation, referred to as the surviving corporation, and SPECTRUM CONSULTANTS AND SYSTEMS, INC., a California corporation, referred to as the absorbed corporation, and the Stockholders identified on the signature pages hereto (the Stockholders). The Stockholders are all of the holders of equity interests in the corporation.

STIPULATIONS

A. SPECTRUM CONSULTANTS AND SYSTEMS, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2445 SE 8th St., Pompano Beach, FL 33062

B. SPECTRUM CONSULTANTS AND SYSTEMS, INC., a Florida corporation, has a capitalization of 1,000 authorized shares of \$1.00 par value common stock, of which 100 shares are issued and outstanding.

C. SPECTRUM CONSULTANTS AND SYSTEMS, INC., a California corporation, is a corporation organized and existing under the laws of the State of California, with its principal office at 501 W. Broadway, A-120, San Diego, CA 92101.

D. SPECTRUM CONSULTANTS AND SYSTEMS, INC., a California corporation, has a capitalization of 10,000 authorized shares of \$1.00 par value common stock, of which 1000 shares are issued and outstanding.

E. The boards of directors of the constituent corporations and the Stockholders deem it desirable and in the best business interests of the corporations and their shareholders that SPECTRUM CONSULTANTS AND SYSTEMS, INC., a California corporation, be merged into SPECTRUM CONSULTANTS AND SYSTEMS, INC., a Florida corporation, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations and the Stockholders agree as follows:

Section One. Merger. SPECTRUM CONSULTANTS AND SYSTEMS, INC., a California corporation shall merge with and into SPECTRUM CONSULTANTS AND SYSTEMS, INC., a Florida corporation, which shall be the surviving corporation.

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Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 par value common stock of SPECTRUM CONSULTANTS AND SYSTEMS, INC., a California corporation, issued and outstanding on the effective date of the merger shall be converted into one share of the \$1.00 par value common stock of SPECTRUM CONSULTANTS AND SYSTEMS, INC., a Florida corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

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Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida and the State of California to consummate this merger.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Nine. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date. If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would not be in the best interests of either corporation.

Section Ten. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.


Executed on behalf of the constituent corporations by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors and by the Stockholders on the date first above written.

SPECTRUM CONSULTANTS AND SYSTEMS,
INC., a California corporation

[Corporate seals]

Attest:

By:

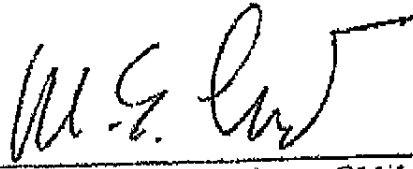

MICHAEL E. CORBETT, PRESIDENT

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MICHAEL E. CORBETT, SECY.

SPECTRUM CONSULTANTS AND SYSTEMS,
INC., a Florida corporation

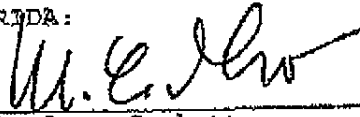
Attest: 
MICHAEL E. CORBETT, SECY

By: 
MICHAEL E. CORBETT PRESIDENT

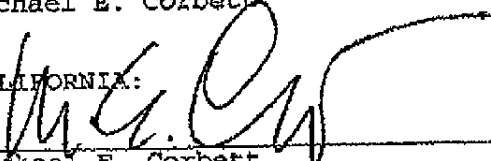
This Plan of Merger is hereby approved and adopted by the Stockholders of the constituent corporations and the officers of the Constituent corporations are authorized and directed to execute all documents and take any further action or may be deemed necessary advisable to carry out and accomplish the Plan of Merger.

Stockholders

FLORIDA:


Michael E. Corbett

CALIFORNIA:


Michael E. Corbett

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