

LAW OFFICES  
**SAMOLE & BERGER**

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MIAMI, FLORIDA 33156

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PLEASE REPLY TO:  
MIAMI OFFICE

BROWARD OFFICE:

PRESIDENTIAL CIRCLE

SUITE 350 NORTH TOWER

4000 HOLLYWOOD BLVD.

HOLLYWOOD, FL 33021

MYRON M. SAMOLE \*  
MARTIN I. BERGER  
ROBERT O. SCHWARZ

\* ALSO ADMITTED IN ILLINOIS

September 12, 2002

P02000023618

State of Florida  
Division of Corporations  
Attn: Anna, Amendment Division  
409 E. Gaines St.  
Tallahassee, FL 32399

PERSONAL & CONFIDENTIAL

Re: ACS Worldwide, Inc. (document P99000056397)

100007795781--8  
-09/17/02--01022--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Anna:

On or about August 30, 2002, I called you with respect to the above-referenced company. As you may remember, we have need to reinstate ACS Worldwide, Inc. (document P99000056397). We would like to order a certified copy of the reinstatement.

After reinstating that entity, we would like to merge ACS Worldwide, Inc. (document P99000056397) and ACS Worldwide, Inc. (document P02000023618). ACS Worldwide, Inc. (document P02000023618) would be the surviving entity. We would again like to order a certified copy of the merger.

In that regard, I have enclosed the following documents:

1. Corporation Reinstatement application for ACS Worldwide, Inc. (document P99000056397).
2. Affidavit of Consent and Authorization for Reinstatement and to Use Corporate Name. The directors and shareholders of each entity, which happen to be the same, have executed this Consent and Authorization on behalf of both entities.
3. Articles and Plan of Merger.
4. Copy of Unanimous Written Consent of Shareholders of ACS Worldwide, Inc. (document P99000056397).
5. Copy of Unanimous Written Consent of Shareholders of ACS Worldwide, Inc. (document P02000023618)

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TALLAHASSEE, FLORIDA  
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not needed  
Same people

all 9/17  
merged


State of Florida Division of Corporations  
Attn: Anna, Amendment Division  
September 12, 2002  
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6. Our check number 8090 made payable to the Secretary of State in the amount of \$1,058.75 for the reinstatement of ACS Worldwide, Inc. (document P99000056397) and a certified copy.
7. Our check number 8089 made payable to the Secretary of State in the amount of \$78.75, which represents the filing fee for the merger of the two corporations (i.e., \$35 for each corporation, totaling \$75.00, as well as an additional \$8.75 for a certified copy).

Thank you for your anticipated cooperation and assistance with this matter.

Sincerely,

SAMOLE & BERGER, P.A.

  
Myron M. Samole  
For the Firm

Enclosure

VIA FEDERAL EXPRESS  
MMS/pml

Document =\ACSW-008 Ltr to Secretary of State.wpd

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ACS WORLDWIDE, INC., A FL CORP., #P99000056397

INTO

**ACS WORLDWIDE, INC.**, a Florida entity, P02000023618

File date: September 13, 2002

Corporate Specialist: Anna Chesnut

## ARTICLES AND PLAN OF MERGER

**THESE ARTICLES AND PLAN OF MERGER (the "Agreement")**, dated September 6, 2002, is made by and between ACS Worldwide, Inc. (Document No. P99000056397), a Florida corporation, and ACS Worldwide, Inc. (Document No. P02000023618), a Florida corporation, as adopted by the unanimous written actions of the shareholders and directors of ACS Worldwide, Inc. (Document No. P99000056397) and ACS Worldwide, Inc. (Document No. P02000023618).

### **WITNESSETH:**

**WHEREAS**, the parties desire that ACS Worldwide, Inc., a Florida corporation (Document No. P99000056397) be merged with and into ACS Worldwide, Inc., a Florida corporation (Document No. P02000023618) with ACS Worldwide, Inc. (Document No. P02000023618) being the survivor corporation, in accordance with Section 607.1101 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), ACS Worldwide, Inc. (Document No. P99000056397) shall be merged with and into ACS Worldwide, Inc. (Document No. P02000023618), the separate and corporate existence of ACS Worldwide, Inc. (Document No. P99000056397) shall cease, and ACS Worldwide, Inc. (Document No. P02000023618) shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). [ACS Worldwide, Inc. (Document No. P99000056397) and ACS Worldwide, Inc. (Document No. P02000023618) are collectively referred to as the "Constituent Entities".] (The foregoing hereinafter referred to as the "Merger".)

2. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

3. The Surviving Corporation has obtained the written consent of each shareholder, member or person that as a result of the merger is now a shareholder of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

4. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate or intellectual rights vested in either of Constituent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger, and without any action on the part of the parties or otherwise:

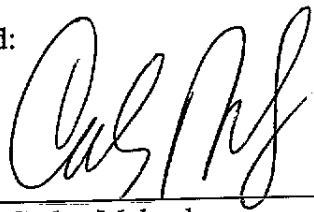
- (a) Each issued and outstanding share or interest of ACS Worldwide, Inc. (Document No. P99000056397) shall be canceled without payment of any consideration and without any conversion of same into shares of ACS Worldwide, Inc. (Document No. P02000023618) or any other entity; and
- (b) Each issued and outstanding share of capital stock of ACS Worldwide, Inc. (Document No. P02000023618) shall remain the same.

6. The Articles of Incorporation of ACS Worldwide, Inc. (Document No. P02000023618) in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

**SURVIVING CORPORATION:**

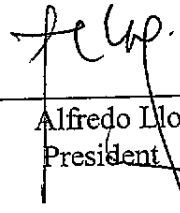
Attested:

By:

  
Carlos Melendez  
Secretary

ACS Worldwide, Inc.  
(Document No. P02000023618)  
a Florida corporation

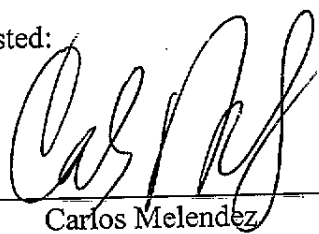
By:

  
Alfredo Llop  
President

**MERGING ENTITY:**

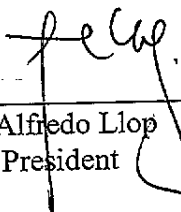
Attested:

By:

  
Carlos Melendez  
Secretary

ACS Worldwide, Inc.  
(Document No. P99000056397)  
a Florida corporation

By:

  
Alfredo Llop  
President

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS  
OF ACS WORLDWIDE, INC.  
(Document No. P99000056397)**

Whereas, the undersigned, Alfredo Llop, Carlos Melendez, and Steve Calderon, constitute all of the shareholders of ACS Worldwide, Inc. (Document No. P99000056397), a Florida Corporation.

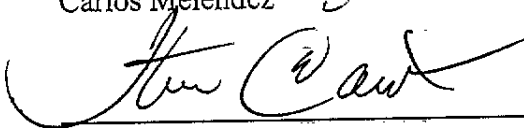
In accordance with Section 607.0704 of Florida Statutes, the undersigned shareholders consent to and approve the Articles and Plan of Merger by and between ACS Worldwide, Inc. (Document No. P99000056397) and ACS Worldwide, Inc. (Document No. P02000023618).

  
\_\_\_\_\_  
Alfredo Llop

09/11/02  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Carlos Melendez

09/11/02  
\_\_\_\_\_  
Date

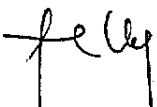
  
\_\_\_\_\_  
Steve Calderon

9-11-02  
\_\_\_\_\_  
Date

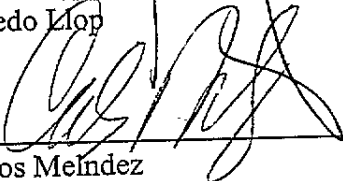
**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS  
OF ACS WORLDWIDE, INC.  
(Document No. P02000023618)**

Whereas, the undersigned, Alfredo Llop, Carlos Melendez, and Steve Calderon, constitute all of the shareholders of ACS Worldwide, Inc. (Document No. P02000023618), a Florida Corporation.


In accordance with Section 607.0704 of Florida Statutes, the undersigned shareholders consent to and approve the Articles and Plan of Merger by and between ACS Worldwide, Inc. (Document No. P02000023618) and ACS Worldwide, Inc. (Document No. P99000056397).

  
\_\_\_\_\_  
Alfredo Llop

09/11/02  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Carlos Melendez

09/11/02  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Steve Calderon

9-11-02  
\_\_\_\_\_  
Date