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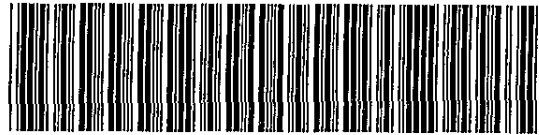
(Business Entity Name)

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04 SEP 17 PM 2:40

CLERK OF STATE
TALLAHASSEE, FLORIDA

Merger
1a 9.22.04

JANI E. MAURER
Attorney and Counselor at Law
500 N.E. Spanish River Boulevard
Suite 27
Boca Raton, Florida 33431-4517

Admitted in New York
and Florida

Tel. No. (561) 392-4142
Fax. No. (561) 392-2063

September 13, 2004

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

04 SEP 17 PM 2:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Premium Soft, Inc.

Dear Sir or Madam:

Enclosed for filing to effectuate the Merger of Premium Soft, Inc., a Delaware corporation, into Premium Soft, Inc., a Florida corporation, please find the following original signed documents:

1. Agreement and Plan of Merger;
2. Articles of Merger;
3. Unanimous Consent of the Board of Directors and of Shareholders of Premium Soft, Inc. (Florida);
4. Unanimous Consent of the Shareholders of Premium Soft, Inc. (Florida);
5. Premium Soft, Inc. (Delaware) Unanimous Written Consent To Informal Action By The Shareholders; and
6. Premium Soft, Inc. (Delaware) Unanimous Written Consent To Informal Action By The Board of Directors.

Also enclosed is a check in the sum of \$70.00 for the fee due.

The Articles of Incorporation for Premium Soft, Inc., a Florida corporation, and the Certificate of Domestication, with all applicable fees, were previously filed with your office.

Kindly return the filed documents to this office. A stamped, self-addressed return envelope is enclosed herein.

Thank you for your assistance. If you have any questions or require further information please

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contact the undersigned.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jani E. Maurer".

Jani E. Maurer

JEM/ce

encls.

certified mail- return receipt requested

cc: Ms. Gail Anderson w/encls.

Articles of Merger

ARTICLES OF MERGER OF PREMIUM SOFT, INC. (DELAWARE)
WITH AND INTO PREMIUM SOFT, INC. (FLORIDA)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations do hereby execute the following Articles of Merger pursuant to Sections 607.1101, and 607.1107 et. seq., of Florida Statutes and pursuant to Sections 251 and 252 of the Delaware Statutes for the purpose of merging PREMIUM SOFT, INC., a Delaware corporation, with and into PREMIUM SOFT, INC., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Premium Soft, Inc.	Delaware
Premium Soft, Inc.	Florida

2. The name which the Surviving Corporation is to have after the merger will be "PREMIUM SOFT, INC."

3. This merger is permitted under the laws of the State of Delaware and the laws of the State of Florida. PREMIUM SOFT, INC. (Delaware) and PREMIUM SOFT, INC. (Florida) have complied with the applicable provisions of the laws of the States of Florida and Delaware.

4. The AGREEMENT AND PLAN OF MERGER OF PREMIUM SOFT, INC. (Delaware) AND PREMIUM SOFT, INC. (Florida) (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

5. The Board of Directors of PREMIUM SOFT, INC., (Florida) the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on August 16, 2004, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of PREMIUM SOFT, INC. (Delaware) approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on August 16, 2004, and directed that such document be submitted to a vote of its shareholders. The shareholders of PREMIUM SOFT, INC. (Florida) and PREMIUM SOFT, INC., (Delaware) respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on August 16, 2004, in the manner prescribed by law.

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the AGREEMENT AND PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
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PREMIUM SOFT, INC. (Delaware)	100 shares of \$1.00 par value common stock	100
PREMIUM SOFT, INC. (Florida)	100 shares of \$1.00 par value common stock	100

There were no shares of PREMIUM SOFT, INC. (Delaware) or PREMIUM SOFT, INC. (Florida) entitled to vote as a class.

7. The number of shares voted for and against the approval and adoption of the AGREEMENT AND PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
PREMIUM SOFT, INC. (Delaware)	100 shares common	None
PREMIUM SOFT (Florida)	100 shares common	None

8. The Articles of PREMIUM SOFT, INC. (Delaware) will not be amended in conjunction with the merger.

9. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective at 5:00 p.m., on September 1, 2004 pursuant to Fla. Stat. sec. 607.1105, and the merger therein contemplated shall be deemed to be completed and consummated at said time.

IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President and Secretary of PREMIUM SOFT, INC. (Delaware) and by the President and Secretary of PREMIUM SOFT, INC., (Florida), each thereunto duly authorized, as of the 16th day of August, 2004.

PREMIUM SOFT, INC. (Delaware)

Gail Anderson
By: Gail Anderson, as President

[CORPORATE SEAL]
ATTEST:

Wayne Anderson, Secretary

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PREMIUM SOFT, INC. (Florida)

Gail Anderson
By: Gail Anderson, as President

[CORPORATE SEAL]

ATTEST:

Wayne Anderson Secretary

Premium Soft, Inc.
Agreement of Merger and Plan of Reorganization

Agreement of Merger and Plan of Reorganization dated August 16 2004
by and between PREMIUM SOFT, INC., a Delaware corporation (hereinafter called "PS-Delaware") and PREMIUM SOFT, INC., a Florida corporation (hereinafter called "PS-Florida").

WHEREAS:

1. The Boards of Directors of PS-Delaware and PS-Florida have resolved that PS-Delaware be merged and pursuant to the Corporation Law of the State of Delaware and the Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, PS-Florida, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of PS-Delaware consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "PS-Delaware Common Stock"), of which 100 shares are issued and outstanding;

3. The authorized capital stock of PS-Florida consists of 100 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "PS-Florida Common Stock"), 100 shares of which are issued and outstanding; and

4. The respective Boards of Directors of PS-Delaware and PS-Florida have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Corporation Law of the State of Delaware and the Corporation Law of the State of Florida that PS-Delaware shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, PS-Florida, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 **PS-Delaware Stockholders' Meeting.** PS-Delaware shall call a meeting of its stockholders to be held in accordance with Corporation Law of the State of Delaware at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement, or shall obtain written unanimous consent of all stockholders to same.

1.2 Action by PS-Delaware as Sole Stockholder of PS-Florida. On or before September 1, 2004, PS-Delaware, as the sole stockholder of PS-Florida, shall adopt this Agreement in accordance with the Corporation Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of PS-Delaware in accordance with the Corporation Law of the State of Delaware, (b) this Agreement has been adopted by PS-Delaware as the sole stockholder of PS-Florida, in accordance with the Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated, or abandoned as permitted by the provisions hereof, then a Certificate and Articles of Merger shall be filed and recorded in accordance with the Corporation Law of the State of Florida and Articles of Merger shall be filed in accordance with the Corporation Law of the State of Delaware. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. (a) On the Effective Date, the separate existence of PS-Delaware shall cease, and PS-Delaware shall be merged into PS-Florida which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of PS-Delaware; and all and singular, the rights, privileges, powers and franchises of PS-Delaware, and all property, real, personal and mixed, and all debts due to PS-Delaware, on whatever account, as well for stock subscriptions and all other things in action or belonging to PS-Delaware, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of PS-Delaware, and the title to any real estate vested by deed or otherwise, under the laws of Delaware or Florida or any other jurisdiction, in PS-Delaware, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of PS-Delaware shall be preserved unimpaired; and all debts, liabilities and duties of PS-Delaware shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of PS-Delaware or the corresponding officers of the Surviving Corporation, may, in the name of PS-Delaware, execute and deliver all such proper deeds, assignments and other instruments, and take or cause to be taken all such further or other action, as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all PS-Delaware's property, rights, privileges, powers, franchises, immunities and interests, and otherwise to carry out the purposes of this Agreement.

(b) In accordance with 8 Delaware Code section 252(d), PS-Florida agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of PS-Florida, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to 8 Delaware Code section 262, and it irrevocably appoints the

Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding, and a copy of such process shall be mailed by the Delaware Secretary of State to 1155 South Congress Avenue, Suite 2, Delray Beach, Florida 33445.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the surviving corporation from and after the Effective Date shall be PREMIUM SOFT, INC.

2.2 Certificate of Incorporation. The Certificate of Incorporation of PS-Florida as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law, except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of PS-Florida, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of PS-Delaware and the nature and amount of securities of PS-Florida which the holders of shares of PS-Delaware Common Stock are to receive in exchange for such shares are as follows:

3.1 PS-Delaware Common Stock. Each one share of PS-Delaware Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of PS-Florida Common Stock, and outstanding certificates representing shares of PS-Delaware Common Stock shall thereafter represent shares of PS-Florida Common Stock. Such certificates may, but need not, be exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 PS-Florida Common Stock Held by PS-Delaware. All issued and outstanding shares of PS-Florida Common Stock held by PS-Delaware immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

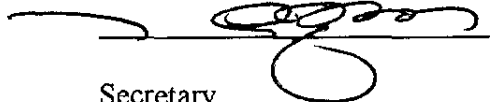
4.1 This Agreement of Merger may be terminated and the proposed Merger may be abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of PS-Delaware, if the Board of

Directors of PS-Delaware or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by PS-Delaware and PS-Florida all on the date first above written.

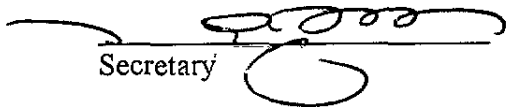
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Secretary

(SEAL)

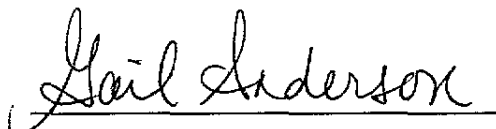
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Secretary

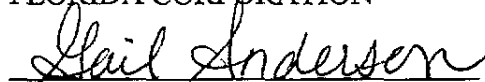
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PREMIUM SOFT, INC., A
DELAWARE CORPORATION



By: Gail Anderson, President

PREMIUM SOFT, INC., A
FLORIDA CORPORATION



By: Gail Anderson, President

**Unanimous Consent of the Board of Directors and of Shareholders of Premium Soft, Inc.
(Florida)**

Unanimous Consent of the Board of Directors

The undersigning being all of the Directors of Premium Soft, Inc. (the "Corporation") hereby consent to the adoption of the following resolutions as though such had been duly adopted at a meeting of the Board of Directors held on August 16, 2004.

RESOLVED, That the Board of directors of the Corporation hereby determines that the merger of this Corporation with Premium Soft, Inc. (Delaware) upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this board, a copy of which is attached hereto, is in the best interests of this Corporation and is recommended as acceptable to the Corporation's stockholders;

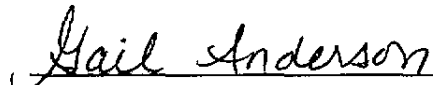
FURTHER RESOLVED, That the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into between this Corporation and Premium Soft, Inc. (Delaware) presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, That the Chairman of the Board, the President, or any Vice President and the Secretary or and Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation to execute Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, That upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Corporation and by the stockholders of Premium Soft, Inc. (Delaware), that the proper officers of this Corporation be and hereby are authorized and directed to file a Certificate of Merger in the State of Florida, Articles of Merger in the State of Delaware, and such other certificates or documents as may be necessary or desirable to effectuate the merger; and

FURTHER RESOLVED, That the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, That this Unanimous Consent be filed in this Corporation's minute books.


Gail Anderson, Director

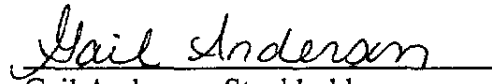

Wayne Anderson, Director

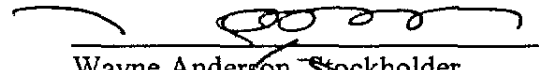
Unanimous Consent of the Shareholders of Premium Soft, Inc. (Florida)

The undersigned, being all of the shareholders of Premium Soft, Inc., a Florida corporation, hereby consent to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of shareholders held on August 16, 2004.

RESOLVED, That the Corporation merge with Premium Soft, Inc. (Delaware) pursuant to the Agreement of Merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes;

FURTHER RESOLVED, That the Agreement of Merger and Plan of Merger and Reorganization is approved and adopted.


Gail Anderson, Stockholder


Wayne Anderson, Stockholder

PREMIUM SOFT, INC. (Delaware)

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE SHAREHOLDERS

The undersigned, being all of the shareholders of PREMIUM SOFT, INC., a Delaware corporation (the "Corporation"), pursuant to the provisions of Delaware Statutes, do hereby waive any and all requirements for the holding of a meeting of the shareholders, do hereby waive any and all requirements for notice that dissenting shareholders are entitled to be paid the fair value for shares of the Corporation's stock, and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Premium Soft, Inc. (Florida)

WHEREAS, in the opinion of the Board of Directors of the Corporation, it is advisable and in the best interest of the Corporation that the Corporation be merged with and into Premium Soft, Inc. (Florida) pursuant to the provisions of Delaware and Florida Statutes; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF PREMIUM SOFT, INC. (Delaware) WITH AND INTO PREMIUM SOFT, INC. (Florida) (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER OF PREMIUM SOFT, INC. WITH AND INTO PREMIUM SOFT, INC. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, and have submitted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER to the shareholders to be approved and adopted; and

WHEREAS, in the opinion of the shareholders of the Corporation, it is advisable and in the best interest of the shareholders and the Corporation that the Corporation be merged with and into the Premium Soft, Inc. (Florida);

NOW THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER, as approved and adopted by the Board of Directors of the Corporation, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the undersigned shareholders hereby waive and relinquish any and all rights of dissenting shareholders provided by Delaware and Florida Statutes; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to execute and file the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER in accordance with Delaware and Florida

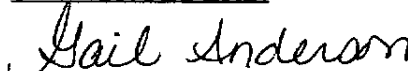
Statutes; and


FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of shareholders of the Corporation, do hereby consent to all actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the shareholders of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholder has hereunto set his hand and seal on this day 16th day of August, 2004.

SHAREHOLDERS:


Gail Anderson


Wayne Anderson

PREMIUM SOFT, INC. (Delaware)

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE BOARD OF DIRECTORS

The undersigned, being all of the members of the Board of Directors of PREMIUM SOFT, INC., a Delaware corporation (the "Corporation"), hereby waive any and all requirements for holding of a meeting of the Board of Directors of the Corporation and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with PREMIUM SOFT, INC. (Florida)

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interests of the Corporation and its shareholder that the Corporation be merged with and into the Premium Soft Inc. (Florida); and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF PREMIUM SOFT, INC. (Delaware) WITH AND INTO, PREMIUM SOFT, INC. (Florida) (the "AGREEMENT AND PLAN MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER OF PREMIUM SOFT, INC. (Delaware) WITH AND INTO PREMIUM SOFT, INC. (Florida) (the "ARTICLES OF MERGER"), a copy of which is attached hereto, as Exhibit 2 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER be submitted to the shareholders of the Corporation to be approved and adopted; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary of appropriate to effectuate the AGREEMENT AND PLAN

OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the Directors of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned Directors have hereunto set their hands and seals on this 16th day of August, 2004.

DIRECTORS:

Gail Anderson
Gail Anderson

Wayne Anderson
Wayne Anderson