

ARTICLES OF MERGER Merger Sheet

MERGING:

700002389517--3

TECHPLAN CORPORATION, a New Jersey corporation qualified in Florida, document number P16141

INTO

TP CONVERSION, INC. which changed its name to

TECHPLAN CORPORATION, a Florida corporation, P97000103542

File date: December 23, 1997, effective December 31, 1997

Corporate Specialist: Karen Gibson