



THE UNITED STATES
CORPORATION
COMPANY

P94000025653

ACCOUNT NO. : 072100000032

REFERENCE : 023363 4311247

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 70.00

ORDER DATE : November 5, 1998

ORDER TIME : 2:50 PM

ORDER NO. : 023363-005

000002582560--4

CUSTOMER NO: 4311247

CUSTOMER: Ms. Kim Richter
Hertzog Calamari & Gleason
100 Park Avenue
23rd Floor
New York, NY 10017

ARTICLES OF MERGER

STRATEGIC ALTERNATIVES, INC.
D/B/A: STRATEGIC ALTERNATIVES,
INC.

INTO

STRATEGIC ALTERNATIVES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY.

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
98 NOV -6 PM 3:24
DIVISION OF CORPORATION

FILED
98 NOV -6 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morgan
11/23/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 9, 1998

RESUBMIT

Please give original
submission date as file date.

CSC
DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: STRATEGIC ALTERNATIVES, INC.
Ref. Number: P94000025653

We have received your document for STRATEGIC ALTERNATIVES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 998A00054230

RECEIVED
98 NOV 20 PM 4:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

STRATEGIC ALTERNATIVES, INC., a Florida corporation, #P94000025653

INTO

STRATEGIC ALTERNATIVES, INC., a Delaware corporation not qualified in
Florida.

File date: November 6, 1998

Corporate Specialist: Karen Gibson

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

Name of Corporation

STRATEGIC ALTERNATIVES, INC.

STRATEGIC ALTERNATIVES, INC.

State

Delaware

Florida

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation, which is the surviving corporation of the merger, complies with Section 607.1105 F.S. (as set forth below) and the domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The Plan of Merger is as follows:

1. Strategic Alternatives, Inc., a Florida corporation ("SAI-Fla"), a wholly owned subsidiary of Strategic Alternatives, Inc., a Delaware corporation ("SAI-Del"), shall be merged with and into SAI-Del, with SAI-Del being the surviving corporation (the "Surviving Corporation").

2. The terms and conditions of the merger are as follows:

a. Upon effectiveness of the merger, SAI-Fla shall be merged with and into the Surviving Corporation, the separate existence of SAI-Fla shall cease and the Surviving Corporation shall continue as the surviving corporation under the name Strategic Alternatives, Inc. The surviving corporation shall succeed to and possess all the rights, privileges, powers and franchises and be subject to all of the debts, liabilities and duties of SAI-Fla.

b. The Certificate of Incorporation of the Surviving Corporation shall continue to be the Certificate of Incorporation of said Surviving Corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Delaware General Corporation Law.

c. The By-Laws of the Surviving Corporation shall continue to be the By-Laws of said Surviving Corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Delaware General Corporation Law.

d. The incumbent members of the Board of Directors and the officers of the Surviving Corporation shall continue as the members of the Board of Directors and the officers, respectively, of the Surviving Corporation following the effective date, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

3. Each share of the capital stock of SAI-Fla. shall be canceled at the effective time of the merger, and no payment shall be made with respect thereto.

FIFTH: The effective date of the merger shall be on the date on which the later shall occur: the filing of these Articles of Merger with the Secretary of State of Florida and the filing of the Certificate of Ownership and Merger with respect to the merger with the Secretary of State of Delaware.

SIXTH: The Plan of Merger was adopted by the Board of Directors and the sole stockholder of SAI-Fla. by unanimous written consent on the 4th day of November, 1998. The Plan of Merger was adopted by the Board of Directors and the sole stockholder of SAI-Del., by unanimous written consent on the 4th day of November, 1998.

Signed on this 4th day of November, 1998.

STRATEGIC ALTERNATIVES, INC., a Florida
Corporation

By: Stephen G. McLean
Stephen G. McLean, President

STRATEGIC ALTERNATIVES, INC., a Delaware
corporation

By: Stephen G. McLean
Stephen G. McLean, President