



P940000076802

ACCOUNT NO. : 072100000032

REFERENCE : 649511 4307494

AUTHORIZATION : Patricia Pigitt

COST LIMIT : \$ 122.50

ORDER DATE : December 24, 1997

ORDER TIME : 10:15 AM

ORDER NO. : 649511-005

CUSTOMER NO: 4307494

CUSTOMER: Eli Schoenfield, Esq
Kay Collyer & Boose
One Dag Hammarskjold Plaza
31st Floor
New York, NY 10017

EFFECTIVE DATE
12/31/97

000002384290--9

ARTICLES OF MERGER

Name	ADAPTIVE DESIGN TECHNOLOGIES, INC.
Document Examiner	Don
Updater	INTS Don
Verifier	ALS HOLDINGS, INC. Don
Acknowledgement	Don
W.P. Verifier	Don

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 DEC 29 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC 29 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*02250, 00561, 00711, 00672

P94000076802

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADAPTIVE DESIGN TECHNOLOGIES, INC., a Florida corporation
P94000076802

INTO

ALS HOLDINGS, INC. a Delaware corporation not qualified in Florida

File date: December 29, 1997, effective December 31, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 29, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: ADAPTIVE DESIGN TECHNOLOGIES, INC.
Ref. Number: P94000076802

RESUBMIT
Please give original
submission date as file date.

We have received your document for ADAPTIVE DESIGN TECHNOLOGIES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 697A00060747

27 DEC 31 AM 11:30
DIVISION OF CORPORATIONS

EFFECTIVE DATE
12/31/97

ARTICLES OF MERGER

OF

ADAPTIVE DESIGN TECHNOLOGIES, INC.

INTO

ALS HOLDINGS, INC.

FILED
97 DEC 29 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida General Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, is Adaptive Design Technologies, Inc. The date of adoption of the plan of merger was December 23, 1997 by the board of directors and shareholder approval was not required.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, and which is to be the surviving corporation, is ALS Holdings, Inc.

3. The number of outstanding shares of Adaptive Design Technologies, Inc. is 100, all of which are of one class, and all of which are owned by ALS Holdings, Inc.

4. The following is the Plan of Merger for merging Adaptive Design Technologies, Inc. into ALS Holdings, Inc. as approved by resolution of the Board of Directors of ALS Holdings, Inc.:

"1. ALS Holdings, Inc., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Adaptive Design Technologies, Inc., which is a business corporation of the State of Florida, hereby merges Adaptive Design Technologies, Inc. into ALS Holdings, Inc. pursuant to the provisions of the Florida General Corporation Act and pursuant to the provisions of the laws of the State of Delaware.

"2. The separate existence of Adaptive Design Technologies, Inc. shall cease upon the effective date of the merger pursuant to the

provisions of the Florida General Corporation Act; and ALS Holdings, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. In the merger, ALS Holdings, Inc. shall succeed to all of the property, rights and privileges which were of Adaptive Design Technologies, Inc. and shall assume all of the obligations which were of Adaptive Design Technologies, Inc.

"4. The issued shares of Adaptive Design Technologies, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

"5. The Board of Directors and the proper officers of ALS Holdings, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

"6. The merger shall be effective on December 31, 1997."

5. The laws of the jurisdiction of organization of ALS Holdings, Inc. permit the merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of ALS Holdings, Inc.; and the merger of Adaptive Design Technologies, Inc. into ALS Holdings, Inc. is in compliance with the laws of the jurisdiction of organization of ALS Holdings, Inc.

6. ALS Holdings, Inc., as the holder of all of the outstanding shares of Adaptive Design Technologies, Inc., has waived the mailing of the copy of the Plan of Merger to itself.

Executed on December 23, 1997.

ALS HOLDINGS, INC.

By: _____

(Vice) President Ann M. Olbert

~~Assistant~~ Secretary P. Gray Finney

STATE OF FLORIDA)

) SS.: _____

COUNTY OF PALM BEACH)

On this ²³ day of December, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Ann M. Olbert, who acknowledged to me that she is the ~~[President] [Vice-President] [Secretary] [Assistant Secretary]~~ of ALS HOLDINGS, INC., and that she executed as said officer the foregoing Articles of Merger as her act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

Joy M. Montroni
Notary Public

Commission Expires:

[notarial seal]

JOY M. MONTRONI
COMMISSION # CC 528478
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.