

P95000007767



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 372097 11555A

AUTHORIZATION

Patricia Pigatto

COST LIMIT : \$ 78.75

99 SEP 13 PM 2:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 13, 1999

ORDER TIME : 11:48 AM

ORDER NO. : 372097-005

CUSTOMER NO: 11555A

CUSTOMER: Michael D. Mopsick, Esq
Michael D. Mopsick, Pa
Suite 200
7777 Glades Road
Boca Raton, FL 33434

ARTICLES OF MERGER

TECHNOLOGY CONSULTING PARTNERS
INC.

INTO

NETWORK TECHNOLOGIES GROUP,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

RECEIVED
99 SEP 13 PM 1:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE SEP 13 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

TECHNOLOGY CONSULTING PARTNERS, INC., a Nevada corporation not
qualified

INTO

NETWORK TECHNOLOGIES GROUP, INC., a Florida entity, P95000007767

File date: September 13, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER
OF
TECHNOLOGY CONSULTING PARTNERS, INC.
(a Nevada corporation)

AND

NETWORK TECHNOLOGIES GROUP, INC.
(a Florida corporation)

FILED
99 SEP 13 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104 and 607.1105, Florida Statutes, these Articles of Merger provide that:

1. TECHNOLOGY CONSULTING PARTNERS, INC., a Nevada Corporation ("TCP"), shall be merged with and into NETWORK TECHNOLOGIES GROUP, INC., a Florida corporation ("NTG"), which shall be the surviving corporation.

2. The total issued and outstanding capital stock of TCP consists of 1,250,000 shares of Common Stock, par value \$0.01 per share, all of which is owned by NTG.

3. The merger shall become effective when these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of TCP and NTG by their authorized officers as of Sept. 10, 1999.

TECHNOLOGY CONSULTING PARTNERS, INC.

By: Paul A. Stern

Paul A. Stern, President

By: Stuart R. Cantin

Stuart R. Cantin, Vice President

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 10 day of September 1999, by Paul A. Stern, as President of Technology Consulting Partners, Inc., a Nevada corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

SEAL



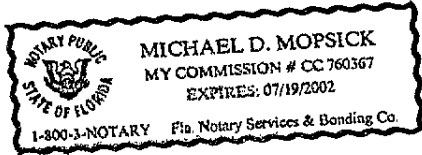
Michael D. Mopsick

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 10 day of Sept., 1999, by Stuart R. Cantin, as Vice President of Technology Consulting Partners, Inc., a Nevada corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

SEAL



NOTARY PUBLIC:

[Signature]

NETWORK TECHNOLOGIES GROUP, INC.

By: [Signature]

Paul A. Stern, President

By: [Signature]

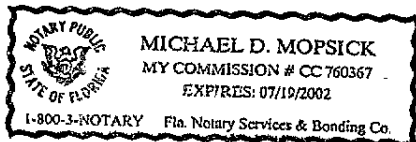
Stuart R. Cantin, Vice President

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 10 day of Sept., 1999, by Paul A. Stern, as President of NetworkTechnologies Group, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

SEAL



NOTARY PUBLIC:

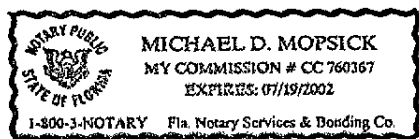
[Signature]

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 10 day of Sept., 1999, by Stuart R. Cantin, as Vice President of NetworkTechnologies Group, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

SEAL



NOTARY PUBLIC:

[Signature]

AGREEMENT AND PLAN OF MERGER

BETWEEN

TECHNOLOGY CONSULTING PARTNERS, INC.
(a Nevada corporation)

AND

NETWORK TECHNOLOGIES GROUP, INC.
(a Florida corporation)

Agreement and Plan of Merger dated September 10, 1999 between TECHNOLOGY CONSULTING PARTNERS, INC., a Nevada corporation ("TCP") and NETWORK TECHNOLOGIES GROUP, INC., a Florida corporation ("NTG").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, 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), TCP shall be merged with and into NTG (the "Merger"), the separate and corporate existence of TCP shall cease, and NTG (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (NTG and TCP are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective when the Articles of Merger are filed with the Secretary of State of Florida, (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations 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 of the capital stock of TCP shall be cancelled without payment of any consideration and without any conversion; and

(b) each issued and outstanding share of capital stock of NTG shall remain issued and outstanding.

6. The articles of incorporation of NTG in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation of the Surviving Corporation.

7. It is intended that the Merger shall constitute and qualify as a plan of liquidation of TCP pursuant to Section 332 of the Internal Revenue Code.

8. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

TECHNOLOGY CONSULTING PARTNERS, INC.

Attested By: Stuart R. Cantin
Stuart R. Cantin, Vice President

By: Paul A. Stern
Paul A. Stern, President

NETWORK TECHNOLOGIES GROUP, INC.

Attested By: Stuart R. Cantin
Stuart R. Cantin, Vice President

By: Paul A. Stern
Paul A. Stern, President