

P95000022052

ARNSTEIN & LEHR

120 SOUTH RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3913

(312) 876 7100

FAX (312) 876 0280

FOUNDED 1893

HOFFMAN ESTATES, ILLINOIS

WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN

Robert C. Meltzer
(312) 876 7100

March 1, 1995

Mr. Tim Murphy
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

4100001435634
-03/21/95--01140--013
*****35.00 *****35.00

Re: Advanced Console Technologies, Inc.
Reference Number: W95000002203
Letter Number: 995A00004072
Advanced Interactive Technologies, Inc.

FILED
95 MAR 17 PM 3 42
SEC
TALLAHASSEE, FLORIDA

Dear Mr. Murphy:

You may now withdraw the Articles of Incorporation for Advanced Console Technologies, Inc., as it has been determined that the name is not available. Pursuant to your new form articles of incorporation, enclosed you will find Articles of Incorporation of Advanced Interactive Technologies, Inc., which we are filing in place of Advanced Console Technologies. Enclosed you will find the articles, together with the fee in the amount of \$35.00.

Thank you for your continued assistance.

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-03/21/95--01140--013
*****35.00 *****35.00

Very truly yours,

Robert C. Meltzer

RCM/kh
Enclosure

P95000022052

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TM
3-17-95
01-

FILING 35
R. AGENT 35
C. COPY
TOTAL 70
N. BANK
BALANCE DUE
REFUND

ARTICLES OF INCORPORATION
OF

FILED
95 MAR 17 03:40
FILED

ADVANCED INTERACTIVE TECHNOLOGIES, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Advanced Interactive Technologies, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Mailing Address:

c/o Datel Electronics, Ltd.
Govan Road, Fenton Industrial Estate, Stokes-On-Trent,
ST4 2RS U.K.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Wesley A. Lauer, Arnstein & Lehr, Suite 600, 515 N. Flagler Drive, West Palm Beach, Florida 33401-4321

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Robert C. Moltzor, Arnstein & Lehr, 120 S. Riverside Plaza,
Suite 1200, Chicago, Illinois 60606

The undersigned Incorporator(s) has(have) executed these Articles of Incorporation this

28th day of February, 19 95.



Signature

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Advanced Interactive Technologies, Inc.

2. The name and address of the registered agent and office is:

Wesley A. Lauer

(Name)

Arnstein & Lehr, Suite 600, 515 N. Flagler Drive,

(P.O. Box NOT acceptable)

West Palm Beach, Florida 33401-4321

(City/State/Zip)

FILED
MAR 7 1995
FBI - TAMPA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Wesley A. Lauer

DATE

3-2-95

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

P95000022052

ARNSTEIN & LEHR, P.C. FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
120 SOUTH RIVERSIDE PLAZA - SUITE 1000
CHICAGO, ILLINOIS 60606-3913
(312) 876 7100
FAX (312) 876 0286
FOUNDED 1893
HOFFMAN ESTATES, ILLINOIS
WEST PALM BEACH, FLORIDA
MILWAUKEE, WISCONSIN

Robert C. Meltzer
(312) 876 7100

March 21, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida
Attn: Tim Murphy, Corporation Specialist

2000001444922
-03/31/95--01049--015
*****70.00 *****70.00

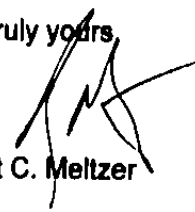
Re: Articles of Merger
Advanced Console Technologies, Inc. into
Advanced Interactive Technologies, Inc.

Dear Tim:

Enclosed you will find Articles of Merger for the above corporations together with the Plan of Merger, Corporate Consents and the filing fee in the amount of \$70.00.

Thank you for your assistance in this filing.

Very truly yours,


Robert C. Meltzer

RCM/kh
Enclosure

44119

merge
jm
3-30

RECEIVED
MAR 26 PM 2:02
DIVISION OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

ADVANCED CONSOLE TECHNOLOGIES, INC., a Illinois corp. not qual. in FL

INTO

ADVANCED INTERACTIVE TECHNOLOGIES, INC., a Florida corporation,
P95000022052.

File date: March 28, 1995

Corporate Specialist: Tawana McClellan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOMESTIC CORPORATION AND FOREIGN CORPORATION

95 MAR 28 AM 10:08

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 or countries under the laws of which such corporations are organized are as follows:

| Name of corporation | State/country of incorporation |
|--|--------------------------------|
| Advanced Console Technologies, Inc. | Illinois |
| Advanced Interactive Technologies, Inc. | Florida |

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

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

FOURTH: The plan of merger is as follows:

(NOTE: Plan of merger shall set forth:

- (1) The name of each of the corporations planning to merge, and the name of the surviving corporation into which each other corporation plans to merge, which is hereinafter designated as the surviving corporation;
- (2) The terms and conditions of the proposed merger; and
- (3) (a) The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property; and
- (3) (b) The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 10:08

The plan of merger may set forth:

(4) Amendments to, or a restatement of the articles of incorporation of the surviving corporation; and

(5) Other provisions relating to the merger.)

FIFTH: The effective date of the certificate of merger shall be the 15th

day of March, 19 95.

(NOTE: The effective date of the merger may be on or after the date of filing the certificate. If the articles of merger do not provide for an effective date of the merger, then the effective date shall be the date on which the articles of merger are filed.)

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

SEVENTH: The plan of merger was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of Advanced Console Technologies, Inc., on (Name of merged corporation)

the 15th day of March, 19 95, and was adopted by the shareholders

(or the Board of Directors when no vote of the shareholders is required) of Advanced Interactive Technologies, Inc. on (Name of surviving corporation)

the 15th day of March, 19 95.

Signed this 15th day of March, 19 95.

Advanced Interactive Technologies, Inc.
(Name of surviving corporation)

By (Signature)
(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

Mike Connors

(Name)

President

(Title)

Advanced Congole Technologies, Inc.
(Name of foreign corporation)

By 
(Chairman or Vice Chairman of the Board
of Directors, or President or another officer)

Mike Connors
(Name)

President
(Title)

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER (the "Agreement"), dated as of March 15, 1995, by and between Advanced Console Technologies, Inc., an Illinois corporation ("ACT Illinois"), and Advanced Interactive Technologies, Inc., a Florida corporation ("ACT Florida"). ACT Illinois and ACT Florida are sometimes referred to herein as the "Constituent Corporations."

ACT Illinois is a corporation duly organized and existing under the laws of the State of Illinois with an authorized capital consisting of 100,000 shares, without par value, ("ACT Illinois"), of which 100 shares are issued and outstanding.

ACT Florida is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital consisting of 100,000 shares, without par value ("ACT Florida Stock") of which 100 shares are issued and outstanding.

The Directors of ACT Illinois and ACT Florida deem it advisable and in the best interest of each such corporation and the shareholders of each that ACT Illinois be merged (the "Merger") with and into ACT Florida as provided herein and they accordingly have adopted resolutions approving this Agreement and directing the submission of this Agreement to the shareholders of each of the Constituent Corporations.

Therefore, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto covenant and agree as follows:

ARTICLE I

THE MERGER

At the Effective Time (as defined in ARTICLE VII hereof), ACT Illinois shall be merged with and into ACT Florida, which shall be the surviving corporation in the Merger and shall continue to be governed by the laws of the State of Florida, and the separate corporate existence of ACT Illinois shall thereupon cease. ACT Florida, as the surviving corporation, is sometimes referred to herein as the "Surviving Corporation".) The Merger shall be pursuant to the provisions of and with the effect provided in the Illinois Business Corporation Act of 1983, as amended (the "BCA") and Florida.

ARTICLE II

ARTICLES OF INCORPORATION AND BY-LAWS

At the Effective Time, the Articles of Incorporation and By-Laws of ACT Florida, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation (until amended in accordance with applicable law) and By-Laws (until amended in accordance with such By-Laws) of the Surviving Corporation.

ARTICLE III

DIRECTORS AND OFFICERS

The persons who are the directors of ACT Florida immediately prior to the Effective Time shall, after the Effective Time, continue as directors of the Surviving Corporation, and shall hold office for the term set forth in the By-Laws of the Surviving Corporation and in accordance with applicable law. The persons who are officers of ACT Florida immediately prior to the Effective Time shall, after the Effective Time, continue as officers of the Surviving Corporation for the term set forth in the By-Laws of the Surviving Corporation and in accordance with applicable law.

ARTICLE IV

MANNER AND BASIS OF CONVERTING SHARES

The manner and basis of converting or otherwise dealing with the shares of each of the Constituent Corporations at the Effective Time are as follows:

4.1 Each share of ACT Illinois Stock which is issued and outstanding shall be converted, without any action on the part of the holder or holders of such shares, into one fully paid and nonassessable share of the common stock of the Surviving Corporation.

4.2 Each share of ACT Florida Stock issued prior to the Effective Time shall constitute one fully paid and nonassessable share of the common stock of the Surviving Corporation.

ARTICLE V

EXCHANGE OF CERTIFICATES

At the Effective Time, each holder of a certificate for shares of ACT Illinois Stock outstanding immediately prior to the Effective Time shall be entitled, upon surrender of such certificate for cancellation to the Surviving Corporation, to receive a new certificate for the number of common shares of the Surviving Corporation to which the holder shall be entitled on the basis set forth in ARTICLE IV above. Until so surrendered, all certificates representing shares of ACT Illinois Stock shall automatically become certificates representing the same number of shares of stock of the Surviving Corporation.

ARTICLE VI

RIGHTS AND DUTIES OF ACT Florida AS THE SURVIVING CORPORATION

At the Effective Time, the Surviving Corporation shall continue its corporate existence under the laws of the State of Florida and shall thereupon, without other transfer, succeed to and possess all the rights, privileges, powers and franchises of a public as well as a private nature, and be subject to all the

restrictions, disabilities and duties of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account or belonging to either of the Constituent Corporations, shall be vested in the Surviving Corporation, and all property, privileges, powers and franchises and all other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of each of the Constituent Corporations, and all rights of creditors and all liens shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time, and all debts, liabilities and duties of either of the Constituent Corporations shall henceforth 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 the Surviving Corporation. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title of any property or rights of ACT Illinois, the last acting officers and directors of ACT Illinois, as the case may be, or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

ARTICLE VII

EFFECTIVE TIME

This Agreement shall be submitted to the shareholders of each of the Constituent Corporations as provided by the applicable laws of the State of Illinois and the State of Florida and, if this Plan and Agreement of Merger is approved by such shareholders and the other conditions or provisions, if any, contained in the resolutions adopted by said shareholders in such regard shall have been complied with or satisfied, then, as soon as practicable thereafter, Articles of Merger including this Agreement shall be executed and filed in accordance with the laws of the State of Illinois and the State of Florida.

ARTICLE VIII

AMENDMENT

This Agreement may be amended at any time prior to the filing of Articles of Merger with the Office of the Secretary of State of Illinois or the Office of the State of Florida by mutual consent of the directors of each of the Constituent Corporations; provided, however, that no such amendment shall adversely affect the rights of the shareholders of either of the Constituent Corporations.

ARTICLE IX

TERMINATION

This Agreement may be terminated and the Merger may be abandoned at any time notwithstanding shareholder approval thereof, but not later than the filing of Articles of Merger with the office of the Secretary of State of Illinois or the Secretary of State of Florida.

Advanced Console Technologies, Inc.,
an Illinois corporation

By: 
Mike Connors

ATTEST:


Mike Connors
Secretary

Advanced Interactive Technologies, Inc.,
an Florida corporation

By: 
Mike Connors

ATTEST:


Mike Connors
Secretary

33392

**ADVANCED INTERACTIVE TECHNOLOGIES, INC.
CONSENT IN LIEU OF A
SPECIAL MEETING OF SHAREHOLDERS**

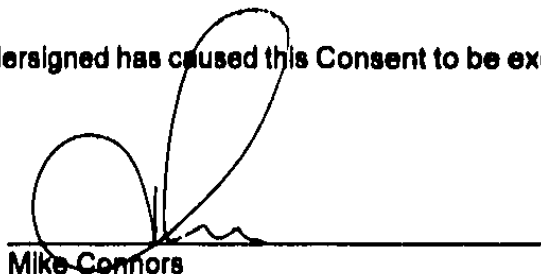
The undersigned, being the sole shareholder of ADVANCED INTERACTIVE TECHNOLOGIES, INC., a Florida corporation (the "Company"), does hereby take the following action by written consent in lieu of holding a special meeting of the shareholders of the Company:

RESOLVED, that the Plan and Agreement of Merger (the "Agreement"), a copy of which has been made available to the undersigned and follows this Consent as Exhibit A, and the merger (the "Merger") of the Company with Advanced Console Technologies, Inc., an Illinois corporation, as set forth in the Agreement are hereby authorized and approved and that proper officers of the Company are hereby authorized and directed to execute and deliver the Agreement (with such changes or modifications as any such officer of the Company may consider necessary or appropriate) and such other agreements, contracts, documents and instruments and do and perform such other acts for and on behalf of the Company as in the judgment of any such officer of the Company, acting with advice of counsel, may be necessary or advisable for the consummation of the Merger, the execution thereof or the taking of other action being conclusive as to the necessity, or advisability thereof.

FURTHER RESOLVED, that the undersigned hereby waive all notice and any right to dissent in connection with the consideration of the Merger.

FURTHER RESOLVED, that the officers of the Company be, and thereby are, authorized to take all further actions, and to execute and deliver all such further instruments and documents, in the name and on behalf of the Company, and under its corporate seal or otherwise, and to pay all such expenses, which shall in their judgment be necessary or advisable in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has caused this Consent to be executed
as of this 15th day of March, 1995.



Mike Connors

33455

**ADVANCED INTERACTIVE TECHNOLOGIES, INC.
WRITTEN CONSENT IN LIEU OF
A MEETING OF THE DIRECTORS**

The undersigned, being the sole director of ADVANCED INTERACTIVE TECHNOLOGIES, INC., a Florida corporation (the "Company"), in lieu of holding a meeting of the Board of Directors does hereby consent to and approve the adoption of the following resolutions by written consent :


RESOLVED, that the Plan and Agreement of Merger (the "Agreement"), a copy of which follows this Consent as Exhibit A, and the merger (the "Merger") of the Company with Advanced Console Technologies, Inc., an Illinois corporation ("ACT Illinois"), as set forth in the Agreement are hereby authorized and approved and that the proper officers of the Company are hereby authorized and directed to execute and deliver the Agreement (with such changes or modifications as any such officer of the Company may consider necessary or appropriate) and such other agreements, contracts, documents and instruments and do and perform such other acts for and on behalf of the Company as in the judgment of any such officer of the Company, acting with advice of counsel, may be necessary or advisable for the consummation of the Merger, the execution thereof or the taking of other action being conclusive as to the necessity, or advisability thereof.

FURTHER RESOLVED, that the directors of the Company hereby direct that the Agreement and the Merger be submitted to the shareholders of the Company for approval either at a meeting of the shareholders or pursuant to informal action by the shareholders.

FURTHER RESOLVED, that pursuant to Article IV of the Agreement, upon the Effective Time (as defined in the Agreement), the Company shall issue one share of the Company's stock for each share of stock of ACT Illinois outstanding immediately prior to the Effective Date. Upon issuance, said shares shall be fully paid and nonassessable. Said shares shall be issued in the name of the holder of ACT Illinois stock in accordance with the Agreement.

FURTHER RESOLVED, that the officers of the Company be, and they hereby are, authorized to take all such further action, and to execute and deliver all such further instruments and documents, in the name and on behalf of the Company and under its corporate seal or otherwise, and to pay all such expenses, which shall in their judgment be necessary, proper or advisable in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the 15th day of March, 1995.



Mike Connors

33458

**ADVANCED CONSOLE TECHNOLOGIES, INC.
CONSENT IN LIEU OF A
SPECIAL MEETING OF SHAREHOLDERS**

The undersigned, being the sole shareholder of ADVANCED CONSOLE TECHNOLOGIES, INC., an Illinois corporation (the "Company"), does hereby take the following action by written consent in lieu of holding a special meeting of the shareholders of the Company, in accordance with Section 7.10 of the Illinois Business Corporation Act of 1983, as amended, and direct that this Consent be filed with the corporate records of the Company:

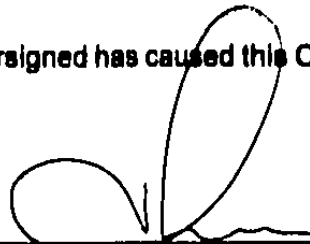
RESOLVED, that the Plan and Agreement of Merger (the "Agreement"), a copy of which follows this Consent as Exhibit A, and the merger (the "Merger") of the Company with and into Advanced Interactive Technologies, Inc., a Florida corporation, as set forth in the Agreement are hereby authorized and approved and that proper officers of the Company are hereby authorized and directed to execute and deliver the Agreement (with such changes or modifications as any such officer of the Company may consider necessary or appropriate) and such other agreements, contracts, documents and instruments and do and perform such other acts for and on behalf of the Company as in the judgment of any such officer of the Company, acting with advice of counsel, may be necessary or advisable for the consummation of the Merger, the execution thereof or the taking of other action being conclusive as to the necessity, or advisability thereof.

FURTHER RESOLVED, that the undersigned hereby waives all notice in connection with the consideration of the Merger.

FURTHER RESOLVED, that the undersigned having been informed of their right to dissent under Sections 11.65 and 11.70, copies of said sections immediately following this Consent as Exhibit B, do hereby waive their right to dissent as a result of the Merger.

FURTHER RESOLVED, that the officers of the Company be, and thereby are, authorized to take all further actions, and to execute and deliver all such further instruments and documents, in the name and on behalf of the Company, and under its corporate seal or otherwise, and to pay all such expenses, which shall in their judgment be necessary or advisable in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has caused this Consent to be executed
as of this 15th day of March, 1995.



Mike Connors

6262

EXHIBIT B

Section 11.65. Right to dissent. (a) A shareholder of a corporation is entitled to dissent from, and obtain payment for his or her shares in the event of any of the following corporate actions:

(1) consummation of a plan of merger or consolidation or a plan of share exchange to which the corporation is a party if (i) shareholder authorization is required for the merger or consolidation or the share exchange by Section 11.20 or the articles of incorporation or (ii) the corporation is subsidiary that is merged with its parent or another subsidiary under Section 11.30;

(2) consummation of a sale, lease or exchange of all, or substantially all, of the property and assets of the corporation other than in the usual and regular course of business;

(3) an amendment of the articles of incorporation that materially and adversely affects rights in respect of a dissenter's shares because it:

(i) alters or abolishes a preferential right of such shares;

(ii) alters or abolishes a right in respect of redemption, including a provision respecting a sinking fund for the redemption or repurchase, of such shares;

(iii) in the case of a corporation incorporated prior to January 1, 1982, limits or eliminates cumulative voting rights with respect to such shares; or

(4) any other corporate action taken pursuant to a shareholder vote if the articles of incorporation, by-laws, or a resolution of the board of directors provide that shareholders are entitled to dissent and obtain payment for their shares in accordance with the procedures set forth in Section 11.70 or as may be otherwise provided in the articles, by-laws or resolution.

(b) A shareholder entitled to dissent and obtain payment for his or her shares under this Section may not challenge the corporate action creating his or her entitlement unless the action is fraudulent with respect to the shareholder or the corporation or constitutes a breach of a fiduciary duty owed to the shareholder.

(c) A record owner of shares may assert dissenters' rights as to fewer than all the shares recorded in such person's name only if such person dissents with respect to all shares beneficially owned by any one person and notifies the corporation in writing of the name and address of each person on whose behalf the record owner asserts dissenters' rights. The rights of a partial dissenter are determined as if the shares as to which dissent is made and the other shares were recorded in the names of different

shareholders. A beneficial owner of shares who is not the record owner may assert dissenters' rights as to shares held on such person's behalf only if the beneficial owner submits to the corporation the record owner's written consent to the dissent before or at the same time the beneficial owner asserts dissenters' rights.

Section 11.70. Procedure to Dissent. (a) If the corporate action giving rise to the right to dissent is to be approved at a meeting of shareholders, the notice of meeting shall inform the shareholders of their right to dissent and the procedure to dissent. If, prior to the meeting, the corporation furnishes to the shareholders such material information with respect to the transaction as will objectively enable a shareholder to vote on the transaction and to determine whether or not to exercise dissenters' rights, a shareholder may assert dissenters' rights only if the shareholder delivers to the corporation before the vote is taken a written demand for payment for his or her shares if the proposed action is consummated, and the shareholder does not vote in favor of the proposed action.

(b) If the corporate action giving rise to the right to dissent is not to be approved at a meeting of shareholders, the notice to shareholders describing the action taken under Section 11.30 or Section 7.10 shall inform the shareholders of their right to dissent and the procedure to dissent. If, prior to or concurrently with such notice, the corporation furnishes to the shareholders such material information with respect to the transaction as will objectively enable a shareholder to determine whether or not to exercise dissenters' rights, a shareholder may assert dissenter's rights only if he or she delivers to the corporation within thirty days from the date of mailing said notice a written demand for payment for his or her shares.

(c) Within ten days after the date on which the corporate action giving rise to the right to dissent is effective or thirty days after the shareholder delivers to the corporation the written demand for payment, whichever is later, the corporation shall send each shareholder who has delivered a written demand for payment a statement setting forth the opinion of the corporation as to the estimated value of the shares, the corporation's latest balance sheet as of the end of a fiscal year ending not earlier than sixteen months before the delivery of the statement, together with the statement of income for that year and the latest available interim financial statements, and either a commitment to pay for the shares of the dissenting shareholder at the estimated value thereof upon transmittal to the corporation of the certificate or certificates, or other evidence of ownership, with respect to such shares, or instructions to the dissenting shareholder to sell his or her shares within ten days after delivery of the corporation's statement to the shareholder. The corporation may instruct the shareholder to sell only if there is a public market for the shares at which the shares may be readily sold. If the shareholder does not sell within such ten day period after being so instructed by the corporation, for purposes of this Section the shareholder shall be deemed to have sold his or her shares at the

average closing price of such shares, if listed on a national exchange, or the average of the bid and asked price with respect to such shares quoted by a principal market maker, if not listed on a national exchange, during such ten day period.

(d) If the shareholder does not agree with the opinion of the corporation as to the estimated value of the shares, the shareholder, within thirty days from the delivery of the corporation's statement of value, shall notify the corporation in writing of the shareholder's estimate of value and demand payment for the difference between the shareholder's estimate of value and the amount of the payment by the corporation or the proceeds of sale by the shareholder, whichever is applicable because of the procedure for which the corporation opted pursuant to subsection (c).

(e) If, within 60 days from delivery to the corporation of the shareholder notification of estimate of value of the shares, the corporation and the dissenting shareholder have not agreed in writing upon the value of the shares, the corporation shall either pay the difference in value demanded by the shareholder or file a petition in the circuit court of the county in which either the registered office or the principal office of the corporation is located, requesting the court to determine the fair value of the shares. The corporation shall make all dissenters, whether or not resident of this State, whose demands remain unsettled parties to the proceeding as an action against their shares and all parties should be served with a copy of the petition. Nonresidents may be served by registered or certified mail or by publication as provided by law. Failure of the corporation to commence an action pursuant to this Section shall not limit or after the right of the dissenting shareholders to otherwise commence an action as permitted by law.

(f) The jurisdiction of the court in which the proceeding is commenced under subsection (e) by a corporation is plenary and exclusive. The court may appoint one or more persons as appraisers to receive evidence and recommend decision on the question of fair value. The appraisers have the power described in the order appointing them, or in any amendment to it.

(g) Each dissenter made a party to the proceeding is entitled to judgment for the amount, if any, by which the court finds that the fair value of his or her share exceeds the amount paid by the corporation or the proceeds of sale by the shareholder, whichever amount is applicable. The judgment shall include an allowance for interest at such rate as the court may find to be fair and equitable in all the circumstances, from the date on which the corporate action giving rise to the right to dissent is approved to the date of payment.

(h) The court, in an appraisal proceeding commenced under subsection (e), shall determine all costs of the proceeding, including the reasonable compensation and expenses of the appraisers, if any, and experts employed by any party, but shall exclude the fees and expenses of counsel for any party. If the fair value of the

shares as determined by the court materially exceeds the amount which the corporation offered to pay for those shares, or if no offer was made, then all or any part of such expenses may be assessed against the corporation. Except as otherwise provided in this Section, the practice, procedure, judgment and costs shall be governed by the Code of Civil Procedure.

6797

ADVANCED CONSOLE TECHNOLOGIES, INC.
WRITTEN CONSENT IN LIEU OF
A MEETING OF THE DIRECTORS

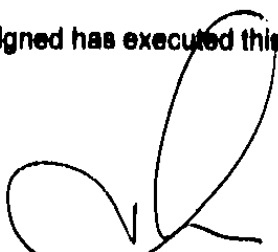
The undersigned, being the sole director of ADVANCED CONSOLE TECHNOLOGIES, INC., an Illinois corporation (the "Company"), in lieu of holding a meeting of the Board of Directors does hereby consent to and approve the adoption of the following resolutions pursuant to section 8.45 of the Illinois Business Corporation Act of 1983, as amended, and direct that this Consent be filed with the corporate records of the Company:

RESOLVED, that the Plan and Agreement of Merger (the "Agreement"), a copy of which follows this Consent as Exhibit A, and the merger (the "Merger") of the Company with and into Advanced Interactive Technologies, Inc., a Florida corporation, as set forth in the Agreement are hereby authorized and approved and that the proper officers of the Company are hereby authorized and directed to execute and deliver the Agreement (with such changes or modifications as any such officer of the Company may consider necessary or appropriate) and such other agreements, contracts, documents and instruments and do and perform such other acts for and on behalf of the Company as in the judgment of any such officer of the Company, acting with advice of counsel, may be necessary or advisable for the consummation of the Merger, the execution thereof or the taking of other action being conclusive as to the necessity, or advisability thereof.

FURTHER RESOLVED, that the undersigned does hereby direct that the Agreement and the Merger be submitted to the shareholders of the Company for approval either at a meeting of the shareholders or pursuant to informal action by the shareholders.

FURTHER RESOLVED, that the officers of the Company be, and they hereby are, authorized to take all such further action, and to execute and deliver all such further instruments and documents, in the name and on behalf of the Company and under its corporate seal or otherwise, and to pay all such expenses, which shall in their judgment be necessary, proper or advisable in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the 15th day of March, 1995.



Mike Connors

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