

P95000059043

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May 26, 1998

Calvin Ross,
Florida Secretary of State
2737 Centerview Drive
Tallahassee, Florida 32399-3100

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-06/09/98--01017--014
*****70.00 *****70.00

Re: PolyLinks, Inc.


Dear Sir or Madam:

Enclosed is an original and conformed copy of Articles of Merger for the above referenced Florida corporation. Also enclosed is our check in the amount of \$70.00 to cover the filing fee.

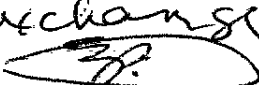
If these appear to be in order, please file the same and return a copy to me in the envelope provided. Of course, if you find these Articles to be deficient in any respect, or if you need additional information, please contact me at the above listed address or telephone number.

Thank you for your assistance and cooperation with this matter.

Very truly yours,


Larry C. Harris, Jr.

LCH/sps
Enclosures
cc: Joseph J. Malasky, IV, President
PolyLinks, Inc.
IA13-LCH05-26-98.LTR

MR. Harris gave
OK to remove
reference to
share exchange


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 1 PM 1:08

merger
Sp
6/16/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

POLYLINKS, INC., a FL corp., #P95000059043

INTO

POLYLINKS, INC., a North Carolina corporation not qualified in Florida.

File date: June 1, 1998

Corporate Specialist: Susan Payne

State of Florida
Department of the Secretary of State
ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN - PM 4:09

Pursuant to § 607.1105 of the General Statutes of Florida, the undersigned corporation as the surviving corporation in a merger hereby submits the following Articles of Merger

1. The name of the surviving corporation is: PolyLINKS, Inc.
2. Attached is a copy of the Plan of Merger that was duly adopted in the manner prescribed by law by the Board of Directors of each of the corporations participating in the merger
3. With respect to the surviving corporation (check either a or b, whichever is applicable):

_____ a. Shareholder approval was not required for the merger or share exchange;

__x__ b. Shareholder approval was required for the merger and the plan of merger was adopted by the shareholders as required by Chapter 55 of the General Statutes of North Carolina on May 11, 1998.
4. With respect to the merged corporation (check either a or b, whichever is applicable):

_____ a. Shareholder approval was not required for the merger or share exchange;

__x__ b. Shareholder approval was required for the merger and the plan of merger was adopted by the shareholders as required by Chapter 607 of the General Statutes of Florida on May 11, 1998.
5. These Articles will be effective upon filing, unless a date and/or time is specified: June 1, 1998.

THIS, the 17 day of May, 1998.

PolyLINKS, Inc.

By:


Type or Print Name and Title: Joseph J. Malasky, IV, President

Notes:

1. Filing fee is \$50.00. One executed original and one exact or conformed copy of these Articles must be filed with the Secretary of State.
2. Certificate (f) of Merger must be filed pursuant to requirements of NCGS §47-18.1. Corporations Division, 300 North Salisbury Street, Raleigh, NC 27603-5909

**STATE OF
NORTH CAROLINA
DEPARTMENT OF THE
SECRETARY OF STATE**

PLAN OF MERGER

This Plan of Merger is to effect the merger of **POLYLINKS, INC.**, a Florida corporation ("Merging Corporation") into PolyLINKS, INC., a North Carolina corporation ("Surviving Corporation").

1. NAMES OF CORPORATIONS.

- (a) The names of the corporations planning to merge are **POLYLINKS, INC.**, and **PolyLINKS, INC.**
- (b) The name of the Surviving Corporation into which each other corporation plans to merge is **PolyLINKS, INC.**

2. TERMS AND CONDITIONS OF MERGER. The Merging Corporation shall merge with and into the Surviving Corporation. Surviving Corporation shall retain its corporate identity and shall succeed to all the rights, assets, liabilities, and obligations of the Merging Corporation.

Consummation of the merger is subject to the following terms and conditions. If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law or in equity are necessary or desirable to vest, perfect, or confirm in the Surviving Corporation the title to any property or rights of the Merging Corporation, or otherwise carry out the provisions hereof, the proper officers and directors of both the Surviving Corporation and the Merging Corporation as of the effective date of the merger, and thereafter the officers of the Surviving Corporation on behalf of the Merging Corporation, shall execute and deliver any and all proper assignments, conveyances and assurances in law or in equity, and do all things necessary or desirable to vest, perfect, or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions herein.

3. MANNER AND BASIS OF CONVERTING SHARES.

- (a) The shareholders of the Merging Corporation shall not assign or transfer their shares prior to the effective date of merger (as defined below).
- (b) All shares of common stock of the Merging Corporation held by Joseph J. Malasky IV, which are issued and outstanding immediately before the effective date of merger, shall, by virtue of the merger, and without any

further action on the part of the holder thereof, be converted into, and shall represent fifty (50) shares of common stock of the Surviving Corporation.

(c) Upon surrender by Joseph J. Malasky IV, of his certificate(s) representing shares of the Merging Corporation, Surviving Corporation will issue a certificate to him representing fifty (50) shares of common stock in Surviving Corporation.

(d) The shares held by each of the individuals mentioned above represent all of the outstanding shares of the Merging Corporation.

4. **OTHER PROVISIONS RELATING TO THE MERGER.** The merger shall become effective as of 12:01 a.m. on June 1, 1998 (the "Effective Date of Merger").

FM3-LCHM316311\PLAN.MER