



THE UNITED STATES
CORPORATION
COMPANY

P95000063046

ACCOUNT NO. : 072100000032

REFERENCE : 591690 7116793

AUTHORIZATION : Patricia Pugh

COST LIMIT : \$ 122.50

ORDER DATE : November 6, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 591690-010

CUSTOMER NO: 7116793

CUSTOMER: Todd Hodges, Esq
Agliano Hodges & Whittemore,
Park Tower, Suite 2630
400 North Tampa Street
Tampa, FL 33602

merger

600002339986--2

FILED
97 NOV -6 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER	
Name	
Availability	11/6/97
Document	REAL ESTATE SOFTWARE CONCEPTS, INC
Updater	DOHRING
Update	INTO
Verifier	DOHRING ON LINE, INC.
W.P. Verifier	DOHRING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: _____

97 NOV -6 AM 11:25
DIVISION OF CORPORATION

P95000063046

ARTICLES OF MERGER
Merger Sheet

MERGING:

REAL ESTATE SOFTWARE CONCEPTS, INC., a Georgia corporation not
authorized to transact business in Florida

INTO

DOHRING ON LINE, INC., a Florida corporation, P95000063046

File date: November 6, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
OF
REAL ESTATE SOFTWARE CONCEPTS, INC.,
WITH AND INTO
DOHRING ON LINE, INC.

97 NOV -6 PM 12:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Real Estate Software Concepts, Inc., a Georgia corporation, and Dohring on Line, Inc., a Florida corporation (collectively the "Constituent Corporations"), acting in provisions of §607.1107, Florida Statutes, hereby certify as follows:

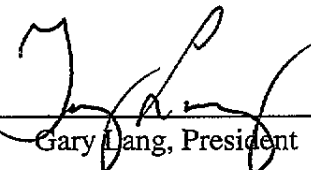
1. A plan of merger has been approved by the board of directors and a requisite majority in interest of the shareholders of each of the Constituent Corporations. A copy of the Agreement and Plan of Merger, dated November 4, 1997, setting forth the terms of the merger, is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be November 4, 1997.

3. The merger was adopted and approved by the shareholders of each of the Constituent Corporations on November 4, 1997.

Dated: November 4, 1997

REAL ESTATE SOFTWARE CONCEPTS, INC.

By: 
Gary Dang, President

DOHRING ON LINE, INC.

By: 
Brenda Dohring, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of November 4, 1997, by and among Real Estate Software Concepts, Inc., a Georgia corporation currently maintaining its principal business office at 3510 Bridle Ridge Drive, Suwanee, Georgia 30024 ("RESC"); and Dohring on Line, Inc., a Florida corporation currently maintaining its principal business office at 518 N. Tampa Street, Suite 300, Tampa, Florida 33602 ("DOL").

BACKGROUND INFORMATION

The board of directors of each of RESC and DOL, by affirmative vote of a majority of the members of each such board at a meeting properly noticed and convened to consider and act upon such issue, has determined that it is advisable and to the advantage of such corporation and its shareholder(s) that RESC and DOL effect a merger, merging RESC with and into DOL, at the conclusion of which DOL shall remain as the surviving or resulting entity and the corporate existence of RESC shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of an Agreement and Plan of Merger, dated November 4, 1997 (the "Agreement"), and the shareholders of each entity have, by appropriate action, similarly approved the Agreement and its underlying transactions. This Agreement and Plan of Merger, which is a summary of the Agreement and is qualified in its entirety by the terms of the Agreement, is being prepared in order to file a summary of the terms of the merger with the Secretaries of State of Florida and Georgia as required by law. Accordingly, in consideration of the representations, covenants, agreements and other provisions set forth in such Agreement, RESC and DOL (collectively the "Constituent Corporations") hereby agree to effect a statutory merger of their respective corporate entities as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), RESC shall be merged with and into DOL (the "Merger") and DOL shall constitute the surviving and resulting corporation of such Merger (DOL being hereinafter sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of RESC shall cease and DOL shall continue its corporate existence pursuant to the laws of Florida under its present name.

2. Effective Date. The Merger shall become effective as of 12:01 a.m. on November 4, 1997 (the "Effective Date").

3. Surviving Corporation. 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. Obligations. 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 Date.

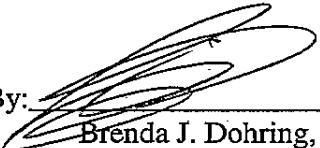
5. Terms of the Merger. Upon the Effective Date of the Merger, all of the issued and outstanding shares of the common capital stock of RESC shall be deemed cancelled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to RESC, each share of the common stock of RESC outstanding prior to the Merger will be transformed and converted into two (2) shares of the common stock of DOL.

6. Articles of Incorporation. The articles of incorporation of DOL in effect immediately prior to the Effective Date shall continue without change and be the articles of incorporation of the Surviving Corporation.

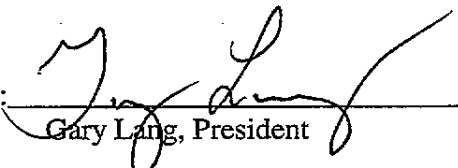
7. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original.

In witness whereof DOL and RESC have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized as of the date first written above.

DOHRING ON LINE, INC.

By: 
Brenda J. Dohring, President

REAL ESTATE SOFTWARE CONCEPTS,
INC.

By: 
Gary Lang, President