

P95000073419

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COMPSOURCE ACQUISITION, INC., a Florida corporation, P95000073419

INTO

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

File date: December 31, 1996, effective December 31, 1996

Corporate Specialist: Linda Stitt

P950000 734 19

12/27/96  
2:03 PM

FLORIDA DIVISION OF CORPORATIONS

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NAME: COMPSOURCE, INC.

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Compsource  
Florida

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**ARTICLES OF MERGER**  
**COMPSOURCE ACQUISITION, INC.**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida General Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging CompSource Acquisition, Inc., a Florida corporation into CompSource, Inc., a North Carolina corporation:

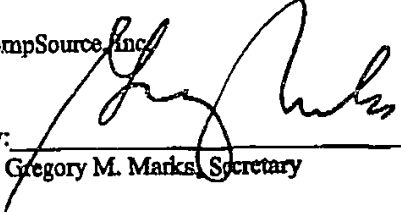
1. The name of the surviving corporation is CompSource, Inc.
2. The Plan of Merger attached hereto as Exhibit "A" and made a part hereof was adopted on December 19, 1996 by the Directors of each of the undersigned corporations. Shareholder approval was not required.
3. The effective date of the merger shall be December 31, 1996.

DATED: December 26, 1996

CompSource Acquisition, Inc.

By:   
Gregory M. Marks, Secretary

CompSource, Inc.

By:   
Gregory M. Marks, Secretary

flvncshrcv0Rkncrgat

Prepared by: Veanna J. McAhren  
1390 Main Street  
Sarasota, FL 34236  
(941) 951-2022

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### PLAN OF MERGER

Plan of merger dated December 19, 1996 among CompSource, Inc., a North Carolina corporation (the "surviving corporation"), and CompSource Acquisition, Inc., a Florida corporation; (the "absorbed corporation"). The absorbed corporation wholly owns the surviving corporation.

Section One. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporations, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Two. Conversion of Shares. On the effective date of the merger, each issued and outstanding share of the capital stock of the absorbed corporation shall be converted into one share of the no par value Class A common stock of the surviving corporation.

Section Three. Changes in Articles of Incorporation. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Four. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Five. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Six. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Seven. Effective Date of Merger. The effective date of this merger shall be December 31, 1996.

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