

P95000076726

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

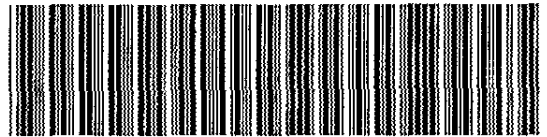
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
MAY -2 PM 12:52
FILING OFFICE
FILED
2003 MAY -2 PM 3:08

C. Coulliette MAY 02 2003

CT Corporation System

CORPORATION(S) NAME

Infiniteer, Inc.

merging:

Absec USA, Inc.

SmartCardSource.com, Inc.

PM Acquisition Corp.

HPM Acquisition Corp.

Diehl Acquisition Corp.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name

5/2/03

Order#: 5841933

Availability _____

Document

Examiner _____ JN

Ref#: _____

Updater _____

Verifier _____

W.P. Verifier _____

Amount: \$ _____

ARTICLES OF MERGER

OF

Absec USA, Inc.
(a Delaware corporation)

SmartCardSource.com, Inc.
(a Delaware corporation)

PM Acquisition Corp.
(a Delaware corporation)

HPM Acquisition Corp.
(a Delaware corporation)

and

Diehl Acquisition Corp.
(a Delaware corporation)

INTO

Infineer, Inc.
(a Florida corporation)

Pursuant to Section 607.1105 of the Florida Business Corporation Act

It is hereby certified, on behalf of each of the corporations identified below, as follows:

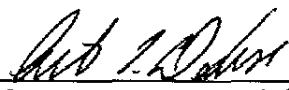
1. A copy of an Agreement and Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").
2. The merger described in the Plan of Merger shall take effect upon the filing of these Articles of Merger.

FILED
2003 MAY -2 PM 3:08
CLERK OF DISTRICT COURT
JULIA JACOBSON, CLERK
TALLAHASSEE, FLORIDA

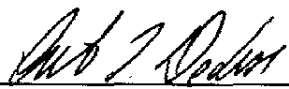
3. The Plan of Merger was adopted by the shareholders of each of the corporations party thereto on April 25, 2003.

Dated: April 25, 2003

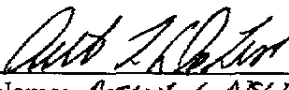
ABSEC USA, INC.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT

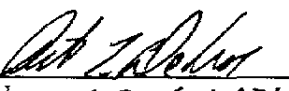
SMARTCARDSOURCE.COM, INC.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT


PM ACQUISITION CORP.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT

HPM ACQUISITION CORP.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT

DIEHL ACQUISITION CORP.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT

INFINEER, INC.

By: 

Name: ANTONIO L. DELISE

Title: PRESIDENT

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), is dated as of April 25, 2003 by and among Infineer, Inc., a Florida corporation ("Infineer"), Absec USA, Inc., a Delaware corporation ("Absec"), SmartCardSource.com, Inc., a Delaware corporation ("SCS"), PM Acquisition Corp., a Delaware corporation ("PM"), HPM Acquisition Corp., a Delaware corporation ("HPM"), and Diehl Acquisition Corp., a Delaware corporation ("Diehl" and, collectively with Infineer, Absec, SCS, PM and HPM, the "Constituent Companies").

The respective Board of Directors of each of the Constituent Companies has deemed it advisable and in the best interests of the respective Constituent Company and the respective stockholders thereof that Absec, SCS, PM, HPM and Diehl (collectively, the "Merging Companies"), be merged with and into Infineer as provided herein (the "Merger").

It is therefore agreed as follows:

1. As soon as practicable after the transactions contemplated by this Agreement have been approved by the stockholders of each of the Constituent Companies, it shall be certified, signed and acknowledged in accordance with the laws of the States of Delaware and Florida. A certificate of merger shall then be filed in the office of the Secretary of the State of Delaware, and articles of merger shall be executed and filed with the Department of State of Florida. The term "Effective Date" as used herein shall mean the date on which such filings are made.

2. On the Effective Date, the Merging Companies shall merge with and into Infineer, and the separate corporate existence of each of the Merging Companies shall cease. Infineer shall be the surviving corporation (the "Surviving Corporation"), under its present name, and shall continue to be governed by the laws of the State of Florida.

3. The Certificate of Incorporation of Infineer in effect on the Effective Date shall continue as the Certificate of Incorporation of the Surviving Corporation. The By-laws of Infineer in effect on the Effective Date shall continue as the By-laws of the Surviving Corporation. The officers and directors of Infineer in office on the Effective Date shall continue to hold their respective positions.

4. Each of the issued and outstanding shares of capital stock at the Effective Time of each of the Merging Companies shall (subject to any rights of appraisal under the laws of the States of Delaware and Florida) cease to be outstanding and shall be converted into, and the holder thereof shall be entitled to receive a stock certificate representing, one share of common stock, par value \$.01 per share (the "Common Stock") of the Surviving Corporation.


5. Each share of common stock, par value \$.01 per share, of Infineer that is issued and outstanding on the Effective Date shall not be converted or exchanged in any manner but each such share shall continue to represent one issued and outstanding share of Common Stock of Infineer, as the Surviving Corporation.

6. As soon as practicable after the Effective Date, each holder of a certificate or certificates which prior thereto represented issued and outstanding shares of capital stock of a Constituent Company shall surrender such certificate or certificates to the Secretary of the Surviving Corporation at the office of the Surviving Corporation, 620 Fifth Avenue, 7th Floor, New York, NY, 10020, and shall receive in exchange therefor a certificate representing the number of shares of Common Stock into which its shares shall have been converted by virtue of the Merger. From and after the Effective Date, the holder of a certificate which prior thereto represented issued and outstanding shares of capital stock of a Constituent Company shall have no rights with respect to such shares except to surrender such certificates in exchange for a certificate representing the number of shares of Common Stock into which such shares shall have been converted by virtue of the Merger or to perfect any rights of appraisal which such holder may have under the law of the State of Delaware or Florida.


6. This Agreement may be abandoned or terminated prior to the Effective Date by resolution duly adopted by the respective Board of Directors of the Constituent Companies, notwithstanding the approval thereof by the respective stockholders of the Constituent Companies.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first set forth above.

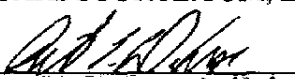
INFINEER, INC.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT

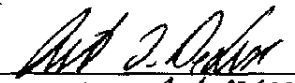
ABSEC USA, INC.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT


SMARTCARDSOURCE.COM, INC.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT

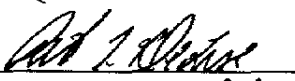
PM ACQUISITION CORP.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT

HPM ACQUISITION CORP.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT

DIEHL ACQUISITION CORP.

By: 
Name: ANTONIO L. DELISE
Title: PRESIDENT