



THE UNITED STATES CORPORATION COMPANY

P95000077290

98 FEB 24 PM 1:33 FILED IN 1:33 TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 716929 Patricea Pizit 4725791

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 23, 1998

500002439155--4

ORDER TIME : 9:48 AM

ORDER NO. : 716929-005

CUSTOMER NO: 4725791

CUSTOMER: Ms. Maria Sagues Thomson Muraro Razook & Hart, 1700 Sun Trust Building One Southeast Third Avenue Miami, FL 33131-2363

merger

ARTICLES OF MERGER

ONE TECHNOLOGY, INC.

Name	
Availability	3/5/98
Document	ONE TECHNOLOGY, INC.
Examiner	Row
Updater	Row
Update	Row
CERTIFIED COPY	Row
PLAIN STAMPED COPY	Row

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED 98 FEB 24 AM 11:05 DIVISION OF CORPORATION

*02250, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

ONE TECHNOLOGY, INC., a Florida corporation P95000077290

INTO

ONE TECHNOLOGY, INC., a Delaware corporation not qualified in Florida.

File date: February 24, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 24, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: ONE TECHNOLOGY, INC.
Ref. Number: P95000077290

RESUBMIT

Please give original
submission date as file date.

We have received your document for ONE TECHNOLOGY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please include the Articles of Merger.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 598A00010384

see attached

DIVISION OF CORPORATIONS

98 MAR -3 AM 10:42

RECEIVED

ARTICLES OF MERGER
OF
One Technology, Inc.
(a Florida corporation)

AND

One Technology, Inc.
(a Delaware corporation)

98 FEB 24 PM 1:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

1. The following Plan and Agreement of Merger entered into on February 2, 1998, annexed hereto and made a part of hereof, is the Plan and Agreement of Merger for merging One Technology, Inc., a Florida corporation, with and into One Technology, Inc., a Delaware corporation, as approved and adopted by written consent of the shareholders of One Technology, Inc., a Florida corporation, entitled to vote thereon given on February 2, 1998, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of One Technology, Inc., a Delaware corporation, entitled to vote thereon given on February 2, 1998, in accordance with the provisions of Section 228 of the Delaware General Corporation Law.
2. One Technology, Inc., a Delaware corporation, will continue its existence as the surviving corporation under One Technology, Inc., pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law.
3. The effective time and date of the merger herein shall be provided for at 12:00am on April 1, 1998.

Dated February 26, 1998.

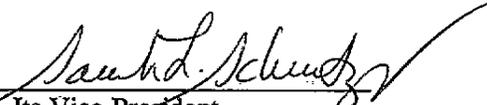
One Technology, Inc., a Delaware corporation

By: 

Its Vice President

Sarah L. Schweitzer

One Technology, Inc., a Florida corporation

By: 

Its Vice President

PLAN AND AGREEMENT OF MERGER

OF

**One Technology, Inc.
(a Florida corporation)**

AND

**One Technology, Inc.
(a Delaware corporation)**

PLAN AND AGREEMENT OF MERGER entered into on February 2, 1998 by One Technology, Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into on February 2, 1998 by One Technology, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

One Technology, Inc., is a business corporation of the State of Florida with its registered office therein located c/o Sarah L. Schweitzer, Esq., One S.E. 3rd Avenue, Suite 1700, City of Miami, County of Dade; and

The total number of shares of stock which One Technology, Inc., a Florida corporation, has authority to issue is 1,000,000, all of which are of one class and of a par value of \$0.0001 each; and

One Technology, Inc., is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle; and

The total number of shares of stock which One Technology, Inc., a Delaware corporation has authority to issue is 1,000,000, all of which are of one class and of a par value of \$0.0001 each; and

The Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

The General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

One Technology, Inc., a Florida corporation, and One Technology, Inc., a Delaware corporation, and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of these corporations and their respective stockholders to merge One Technology, Inc., a Florida corporation, with and into One Technology, Inc., a Delaware corporation, pursuant to the provisions of the Florida Business Corporation Act and pursuant to

the provisions of the General Corporation Law of the State of Delaware effective _____, 1998, upon the terms and conditions hereinafter set forth;

April 1

In consideration of the premises and of the mutual agreement of the parties, being entered into by One Technology, Inc., a Florida corporation, and approved by a resolution adopted by its Board of Directors and being entered into by One Technology, Inc., a Delaware corporation, and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof are determined and agreed upon as set forth.

1. One Technology, Inc., a Florida corporation, and One Technology, Inc., a Delaware corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, One Technology, Inc., a Delaware corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of One Technology, Inc., a Florida corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.
2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and the Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated and in accordance with the by-laws of the surviving corporation.
5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into 1 share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in the manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

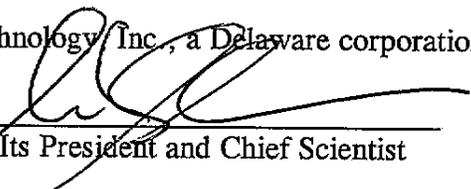
6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the constituent corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of the constituent corporations parties thereto.

Dated February 2 1998.

One Technology, Inc., a Delaware corporation

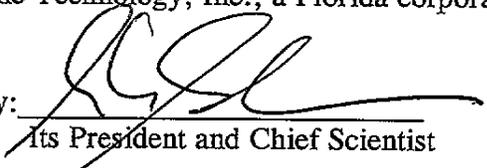
By: 

Its President and Chief Scientist

Attest:

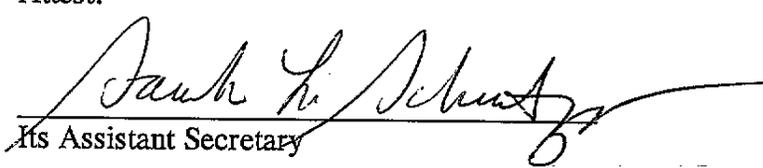

Its Assistant Secretary

One Technology, Inc., a Florida corporation

By: 

Its President and Chief Scientist

Attest:


Its Assistant Secretary