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CORPORATION(S) NAME

BBC Merger Sub Corp.
Merged into: Merger
Wahoo Networks, Inc

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of P.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

BBC MERGER SUB CORP., a Florida corporation P98000055202

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INTO

WAHOO NETWORKS, INC., a Florida corporation, P95000097282.

File date: June 22, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
BBC MERGER SUB CORP.
INTO
WAHOO NETWORKS, INC.**

The undersigned hereby files these Articles of Merger pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act.

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TALLAHASSEE, FLORIDA

ARTICLE I

BBC MERGER SUB CORP. and WAHOO NETWORKS, INC. are the corporations which are parties to the merger. The surviving corporation is WAHOO NETWORKS, INC.

ARTICLE II

The Plan of Merger adopted by the shareholders and the Board of Directors of BBC MERGER SUB CORP. and WAHOO NETWORKS, INC. is attached hereto as Exhibit "A".

ARTICLE III

The Plan of Merger was adopted by the shareholders of BBC MERGER SUB CORP. on June 19, 1998 and by the shareholders of WAHOO NETWORKS, INC. on June 22, 1998.

ARTICLE IV

The merger shall be effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, each party has caused these Articles of Merger to be executed by its duly authorized officer as of this 22^d day of June, 1998.

WAHOO NETWORKS, INC.

By: 

Cheryl A. Grover, President

BBC MERGER SUB CORP.

By: 

Fred C. Young, President

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER, dated June 22, 1998, between WAHOO NETWORKS INC., a Florida corporation (hereinafter sometimes called the "Company"), and BBC MERGER SUB CORP., a Florida corporation (hereinafter sometimes called "Merger Sub"; the Company and Merger Sub being hereinafter sometimes called the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Company is a corporation organized and existing under the laws of the State of Florida, with its registered office at 12115 28th Street North, St. Petersburg, Florida 33716; and

WHEREAS, Merger Sub is a corporation organized and existing under the laws of the State of Florida, with its registered office at 1200 South Pine Island Road, Plantation, Florida, 33324; and

WHEREAS, the authorized capital stock of the Company consists of 1,000 shares of common stock, par value \$.01 per share (the "Company Common Stock"), 100 shares of which are issued and outstanding and no shares of which are held in the treasury of the Company; and

WHEREAS, the authorized capital stock of Merger Sub consists of 1,000 shares of common stock, par value \$.01 per share (the "Merger Sub Common Stock"), 100 shares of which are issued and outstanding on the date hereof and no shares of which are held in the treasury of Merger Sub; and

WHEREAS, the Constituent Corporations and Black Box Corporation, a Delaware corporation ("Black Box" or "Parent"), are parties to a Merger Agreement dated June 22, 1998 (the "Agreement"), providing for, among other things, the execution and acknowledgment of this Plan of Merger and for the merger of Merger Sub with and into the Company, with the Company as the surviving corporation (the "Merger"), upon the terms set forth in the Agreement and this Plan of Merger;

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem the Merger to be desirable and in the best interests of each of the Constituent Corporations and their respective shareholders and have unanimously approved the Agreement, the Merger and this Plan of Merger by resolutions duly adopted and have directed that the Plan of Merger be submitted to a vote of their respective shareholders entitled to vote thereon for consideration and action with respect thereto; and

WHEREAS, all of the respective shareholders of the Constituent Corporations have unanimously approved the Agreement, the Merger and this Plan of Merger by resolutions duly adopted;

NOW, THEREFORE, for and in consideration of the premises and of the mutual promises, stipulations, agreements, covenants and conditions herein contained, and for the purpose of stating the terms and conditions of the Merger, the mode of carrying the same into effect, the manner of converting the shares of Company Common Stock issued and outstanding immediately prior to the Effective Time (as hereafter defined) of the Merger into Black Box Common Stock (as hereinafter defined), and the manner of converting the shares of Merger Sub Common Stock issued and outstanding immediately prior to the Effective Time into shares of Company Common Stock, and such other details and provisions as are deemed desirable and in accordance with the applicable provisions of the Business Corporation Act of the State of Florida, the parties hereto agree as follows, intending to be legally bound hereby:

1. MERGER

At the Effective Time on the Effective Date of the Merger (each as hereinafter defined), Merger Sub shall be merged with and into the Company, with the Company (hereinafter sometimes called the "Surviving Corporation") as the surviving corporation of the Merger. Subject to and consistent with the terms and conditions herein provided, Articles of Merger prepared in accordance with this Plan of Merger and in accordance with the provisions of the Florida Business Corporation Act shall be executed and filed with the Department of State of the State of Florida on the Effective Date. Following the Effective Time of the Merger, the corporate existence of the Company shall continue unaffected and unimpaired, and as the Surviving Corporation of the Merger, the Company shall continue to be a corporation governed by the laws of the State of Florida.

The Merger shall become effective at the time (the "Effective Time") and on the date (the "Effective Date") that the Articles of Merger shall have been filed in the Department of State of the State of Florida.

2. ARTICLES OF INCORPORATION

At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall remain unaffected so that the same shall remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

3. BYLAWS

At the Effective Time, the bylaws of the Company shall be amended and restated in their entirety so that the bylaws of Merger Sub shall be and become the Amended and Restated Bylaws of the Company. Said Bylaws, as so amended and restated, shall be and remain the Bylaws of the Surviving Corporation until amended in accordance with applicable law.

4. BOARD OF DIRECTORS AND OFFICERS

The directors of the Surviving Corporation from and after the Effective Time, and until the earlier of their respective death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be, shall be: Fred C. Young, Anna M. Baird, and Cheryl A. Grover. The officers of the Surviving Corporation from and after the Effective Time, and until the earlier of their respective death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be, shall be: Fred C. Young, Chairman; Cheryl A. Grover, President; and Anna M. Baird, Secretary and Treasurer.

5. MANNER OF CONVERTING AND EXCHANGING SHARES

5.1 The manner of converting and exchanging the Company Common Stock shall be as follows:

5.1.1 Each share of Company Common Stock issued and outstanding (the total of which shall not exceed 100 shares) on the Effective Date (including shares subject to restrictions as to transfer or otherwise, but excluding Company Common Stock held in the treasury of Company) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive (the "Merger Consideration") .01 shares of common stock, par value \$.001 per share, of Black Box (the "Black Box Common Stock"); and

5.1.2 The Merger Consideration shall be payable at the Closing and upon surrender of the certificates for the Company Common Stock.

5.2 The manner of converting and exchanging the shares of Merger Sub Common Stock shall be as follows:

5.2.1 Each share of Merger Sub Common Stock issued and outstanding on the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for one share of Company Common Stock of the par value of \$.01 per share, duly and validly issued and fully paid and non-assessable.

6. SURRENDER OF CERTIFICATES FOR CASH PAYMENTS

From and after the Effective Time, each holder of certificates representing shares of Company Common Stock converted by virtue of the Merger into the right to receive the Merger Consideration, upon surrender of such certificates to Black Box (the "Exchange Agent"), shall be entitled forthwith to receive in exchange therefor the Merger Consideration to which such holder is entitled pursuant to the terms of this Plan of Merger.

From and after the Effective Time, each certificate which, prior to the Effective Time, represented outstanding Company Common Stock, shall evidence only the right to receive the Merger Consideration on the basis set forth in Article 5 hereof. The aforesaid conversion shall

be complete and effective at the Effective Time without regard to the date or dates upon which outstanding certificates of Company Common Stock are surrendered for such Merger Consideration.

7. RIGHTS AND OBLIGATIONS

At the Effective Time of the Merger, the separate existence of Merger Sub shall cease and in accordance with the terms of the Agreement and this Plan of Merger, the Company shall possess and be vested with all of the rights, privileges, franchises, immunities and powers and all property (real, personal or mixed) of Merger Sub, debts due to Merger Sub, choses in action and all other things belonging to Merger Sub, and the Company shall be subject to all of the restrictions, liabilities, disabilities and duties of Merger Sub.

The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger.

8. MULTIPLE COUNTERPARTS; TITLES

For the convenience of the parties hereto and to facilitate the required filing of documents, any number of counterparts of this Plan of Merger may be executed, and each such counterpart shall be deemed to be an original instrument.

The titles of the Articles of this Plan of Merger are inserted for convenience of reference and shall not affect the meaning of the terms hereof.

9. ABANDONMENT OF MERGER

Notwithstanding the approval of this Plan of Merger by the shareholders of either or both of the Constituent Corporations, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger in the manner and upon the conditions set forth in the Agreement.

10. TERMINATION OF MERGER BY EXPIRATION OF TIME

In the event that the Effective Date of the Merger does not occur on or before June 22, 1998, this Plan of Merger shall terminate without any action on the part of either of the parties hereto.

11. AMENDMENTS

Prior to the Effective Time, the Boards of Directors of the Constituent Corporations may amend this Plan of Merger, except that any amendment made subsequent to the adoption of the Plan by the shareholders of any Constituent Corporation shall not change:

11.1 The amount or kind of shares, obligations, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the Constituent Corporation;

11.2 Any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger; or

11.3 Any of the terms and conditions of this Plan of Merger if the change would adversely affect the holders of any shares of the Constituent Corporations.

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IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan of Merger to be signed by a duly authorized officer in accordance with the Business Corporation Act of the State of Florida and attested by the signature of its Secretary or an Assistant Secretary, all as of the day and year first above written.

WITNESS:

WAHOO NETWORKS, INC.

By: _____

Cheryl A. Grover, President

WITNESS:

BBC MERGER SUB CORP.

By: _____

Fred C. Young, President