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P960000016674

February 26, 1999

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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-03/01/99--01102--002
*****78.75 *****78.75

RE: Articles of Merger/Plan of Merger -
National Electronic Attachment, Inc.

Dear Sir or Madam:

Enclosed herein please find an original and one copy of the Articles of Merger and Plan of Merger of National Electronic Attachment, Inc., Florida merging with National Electronic Attachment, Inc., Delaware. We would like a **certified copy federal expressed** back to us. Our federal express account number is 0300-5777-5. Also enclosed herein is our check in the amount of \$78.75 to cover these filing fees.

Thank you for your attention to these matters and if you have any questions, please do not hesitate to contact me.

Sincerely,

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

Mary Barnett

Mary S. Barnett
Corporate Paralegal

msb
Enclosures

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Rev. February 26, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL ELECTRONIC ATTACHMENT, INC., a Florida corporation,
P96000016674

INTO

NATIONAL ELECTRONIC ATTACHMENT, INC., a Delaware corporation not
qualified in Florida

File date: March 1, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1104, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
National Electronic Attachment, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
National Electronic Attachment, Inc.	Florida

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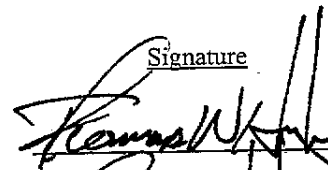
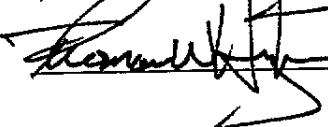
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on February 26, 1999.

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the board of directors of the surviving corporation on February 25, 1999, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on February 23, 1999.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
National Electronic Attachment, Inc., a Delaware corporation		Thomas W. Hughes, President
National Electronic Attachment, Inc., a Florida corporation		Thomas W. Hughes, Chief Operating Officer

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
National Electronic Attachment, Inc.	Florida

The name and jurisdiction of each subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
National Electronic Attachment, Inc.	Delaware

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

1. Each share of issued and outstanding common stock of the parent, at the effective time of the merger, shall, by virtue of the merger, cease to be outstanding and shall be converted into and exchanged for the right to receive one share of common stock of the subsidiary corporation, as survivor of the merger.

2. Each share of issued and outstanding common stock of the subsidiary corporation, at the effective time of the merger, shall, by virtue of the merger, cease to exist.

If the merger is between the parent corporation and a subsidiary corporation and the parent corporation is not the surviving corporation, a provision of the pro rata issuance of shares of the subsidiary corporation to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

3. Each holder of the shares of common stock of the parent corporation, upon the surrender of such holder's certificates, shall receive a pro rata issuance of shares of the common stock of the subsidiary corporation.