

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*David Conn
 Cap. Conn. PHONE TO
 P.A. name / add P.H.
 cause phone no address
 PH*

PH 6/3/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <i>6/5</i>			
TIME <i>9:00</i>			CK No. _____
BY <i>PH</i>			

WALK-IN
 Will Pick Up _____

P96000046574

RE: *Dotadink* **FILED** No. 52810

96 JUN -3 PM 12:01

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- ☒ Capital Express™
- ☐ Art. of Inc. File
- ☐ Corp. Record Search
- ☐ Ltd. Partnership File
- ☐ Foreign Corp. File
- ☒ () Cert. Copy(s)
- ☐ Art. of Amend. File
- ☐ Dissolution/Withdrawal
- ☐ O U S-
- ☐ Fictitious Name File
- ☐ Name Reservation
- ☐ Annual Report/Reinstatement
- ☐ Reg. Agent Service
- ☐ Document Filing
- ☐ Corporate Kit
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ Document Retrieval
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ File No.'s, _____ Copies
- ☐ Courier Service
- ☐ Shipping/Handling
- ☐ Phone () _____
- ☐ Top Priority
- ☐ Express Mail Prep.
- ☐ FAX () _____ pgs.

RECEIVED
 96 JUN -3 PM 9:11
 DIVISION OF CORPORATION

SUBTOTALS	
FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

Datalink IBT, Inc.

FILED

96 JUN -3 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:

Datalink IBT, Inc.

ARTICLE II

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III

This corporation is authorized to issue par value voting common stock as described below, and none other:

Maximum Number of Shares:	50,000
Par Value Per Share:	\$.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00).

ARTICLE V INITIAL ADDRESS

The initial street address of the principal office of this corporation in the State of Florida shall be:

2601 S. Bayshore Drive
Suite 2050
Miami, Florida 33133

The resident agent shall be:

Robert A. Freeman, P.A.
Suite 1425
2601 S. Bayshore Drive
Miami, Florida 33133

The Board of Directors may, from time to time, move the principal or registered office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

ARTICLE VI DIRECTORS

This corporation shall have five (5) directors initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director and said director need not be a citizen of the United States of America.

ARTICLE VII INITIAL DIRECTORS

The name and street address of the first directors shall be as follows:

Russell, David Graham
4647 Pallmall - 1st Floor
London, England SW 1 Y5JG

Wright, John Stewart
4847 Pallmall - 1st Floor
London, England SW 1 Y5JG

Blutchford, T.
2601 S. Bayshore Drive, Suite 2050
Miami, Florida 33133

Chapman, Michael
2601 S. Bayshore Drive, Suite 2050
Miami, Florida 33133

Doroy, G.
2601 S. Bayshore Drive, Suite 2050
Miami, Florida 33133

The directors and officers shall hold office until the first annual meeting of the shareholders or until their successors shall be duly elected or appointed and qualified.

ARTICLE VIII SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Robert A. Freeman
Suite 1425
2601 S. Bayshore Drive
Miami, Florida 33133

ARTICLE IX PREEMPTIVE RIGHTS

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associa-

tions, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE X

A. The Initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any Bylaw adopted by the directors or the stockholders, and the directors may not adopt any Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

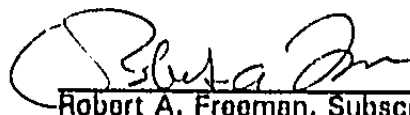
B. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

C. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

D. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a stockholder, officer or director is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors, and such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested, or member of a firm so interested, or stockholder, officer or director of a corporation so interested; or (b) by the written consent, or by vote of any stockholders' meeting of the holders of record, of a majority of all outstanding shares of stock in the corporation entitled

to vote; nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member, or any corporation of which he is a stockholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, herunto set my hand and seal this 31st day of May, 1996.



Robert A. Freeman, Subscriber

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

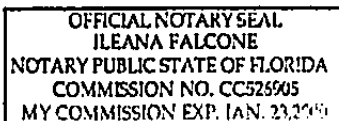
I, the undersigned Notary Public, in and for the State of Florida, do hereby certify that on this day personally appeared before me Robert A. Freeman as Subscriber, to me personally well known, and known to be the person who executed the foregoing Articles of Incorporation of Datalink IBT, Inc. and acknowledged that he executed the same for the uses and purposes therein stated; and an oath of said person (was) (was not) taken as to the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of May, 1996.



NOTARY PUBLIC, State of Florida
at Large

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

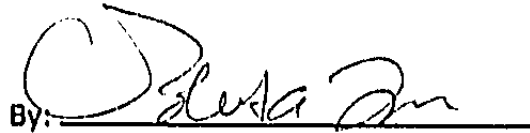
96 JUN -3 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, Datallink IBT, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Robert A. Freeman, P.A., located at Suite 1425, 2601 South Bayshore Drive, Miami, Florida 33133, as its agent to accept service of process within Florida.

Datallink IBT, Inc.

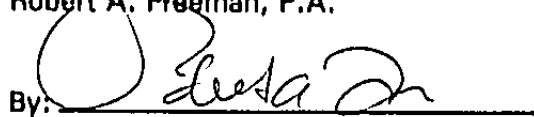
By: 

Robert A. Freeman, Subscriber

Date: May 31, 1996

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Robert A. Freeman, P.A.

By: 

Robert A. Freeman, President

Date: May 31, 1996

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1087(718:1

P96000046574

ARTICLES OF MERGER
Morgor Shoot

.....
MERGING:

IBT CONSULTANTS, LTD. CO., a New York corporation P40629

INTO

DATALINK IBT, INC., a Florida corporation, P96000046574

File date: August 19, 1996, effective September 1, 1996

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED
96 AUG 19 AM 9:24
DIVISION OF CORPORATION

August 16, 1996

Capital Connection, Inc.
P.O. Box 10349
Tallahassee, FL 32302

SUBJECT: DATALINK IBT, INC.
Ref. Number: P96000046574

We have received your document for DATALINK IBT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 596A00039197

Corrected

RECORDED
9/1/96

ARTICLES OF MERGER

96
AUG 19 FILED

1. The undersigned corporations, Datalink IBT, Inc. ("Datalink") being validly and legally formed under the laws of the State of Florida and IBT Consultants Ltd. Co., validly existing under the laws of the State of New York and qualified to do business in the State of Florida ("IBT"), have adopted a Plan and Agreement of Merger.

2. The name of the surviving corporation is Datalink IBT, Inc., a Florida corporation.

3. The Plan and Agreement of Merger of the undersigned corporations was adopted pursuant to Section 607.214 of the Florida Statutes.

4. The Plan and Agreement of Merger will become effective at 1:00 a.m. on September 1, 1996.

5. No changes in the articles of incorporation of the surviving corporation have been made.

6. The Plan and Agreement of Merger was adopted by the shareholders of each of the corporations on June 6, 1996.

7. The Plan and Agreement of Merger calls for a conversion of IBT New York shares into shares of IBT Florida as follows:

(a) All of the shares of the common stock of IBT issued and outstanding of the effective date of the merger shall be converted into one (100) shares of One Cent (\$.01) par value common stock of Datalink IBT, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows:

(1) After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly-appointed agent in such manner as the surviving corporation shall legally require.

(2) On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereon by their respective presidents and

secretaries, thereunto duly authorized by the respective boards of directors and shareholders of each corporation.

DATALINK IBT, INC., a Florida Corporation

By: David Graham Russell
David Graham Russell
Director/Secretary


IBT CONSULTANTS LTD. CO., a New York corporation qualified to do business in Florida

By: David Graham Russell
David Graham Russell
Director/Secretary

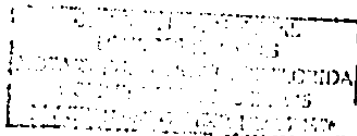
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned notary public duly authorized to take acknowledgements, personally appeared on this 6 day of June, 1996,
(to me personally known) (as identified by)
| Personally Known |), who executed the foregoing and acknowledged before me that the foregoing was executed freely and voluntarily and for the purposes therein expressed; and an oath (was) (was not) taken of the above-named person by the undersigned.

My Commission Expires:


NOTARY PUBLIC, State of Florida
at Large

Print Name: Louderd France



STATE OF FLORIDA

} 85:

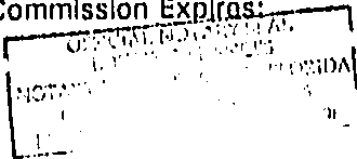
COUNTY OF DADE

BEFORE ME, the undersigned notary public duly authorized to take acknowledgements, personally appeared on this 6 day of June, 1996,

personally known) (as identified by _____), (to me personally known) (as identified by _____),

who executed the foregoing and acknowledged before me that the foregoing was executed freely and voluntarily and for the purposes therein expressed; and an oath (was) (was not) taken of the above-named person by the undersigned.

My Commission Expires:



NOTARY PUBLIC, State of Florida
at Largo

Print Name: Louder Frances

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1007\717:3

PLAN OF MERGER
OF
DATALINK IBT INC.

THE UNDERSIGNED, Datalink IBT Inc., a Florida corporation, existing pursuant to Chapter 607 of the Florida Statutes ("Datalink"), hereby adopts the following plan of merger by which Datalink plans to merge with IBT Consultants Ltd. Co., a New York corporation qualified to do business in Florida ("IBT").

1. The Merger. IBT shall merge into Datalink, a Florida corporation, and Datalink IBT, Inc., a Florida corporation, shall be the survivor corporation. The name of the survivor corporation shall be Datalink IBT, Inc.

2. Fictitious Name. The name "IBT Consultants" may be preserved as a fictitious name by which various divisions of Datalink after the merger may continue to engage in business.

3. Results of the Merger. Upon the merger becoming effective and by virtue thereof, Datalink and IBT shall become and be a single corporation with Datalink as the surviving corporation and the separate corporate existence of IBT shall then cease. Datalink, in addition to all rights, privileges, powers and properties vested in it prior to the merger, shall succeed to and possess as a result of the merger all rights, privileges, powers, immunities and properties (whether real, personal, tangible or intangible or mixed) of IBT, and such rights, privileges, powers, immunities and properties shall be vested in Datalink without further act, assignment or deed.

All rights of creditors and all liens upon any property of the constituent corporations shall be preserved unimpaired; Datalink, as the surviving corporation, shall be subject to all the restrictions, disabilities and duties existing prior to the merger with respect to IBT; and all of the debts, liabilities and obligations of the constituent corporations shall thenceforth attach to the surviving corporation, and may be enforced against the surviving corporation to the same extent as if said debts, liabilities and obligations had been incurred or contracted by the surviving corporation; provided, however, that nothing herein or in the merger agreement shall extend or enlarge any obligations or the lien of any indenture, agreement or other instrument executed or assumed prior to the merger.

4. Effect of Merger upon Issued Shares of Constituent Corporations. At the effective time of the merger, all of the shares of common voting stock of IBT issued and outstanding immediately prior to the effective time of the merger shall be converted into and become one hundred (100) shares of common voting stock of Datalink, the surviving corporation. Each share of such common stock issued to the

shareholder(s) of Datalink pursuant to the merger shall be fully paid and non-assessable.

At the present time and immediately prior to the merger, there exists only one (1) class of capital stock of Datalink of which there shall be five hundred (500) shares of common voting stock of Datalink IBT, Inc. (Datalink) having a par value of One Cent (\$.01) per share issued and outstanding, and there shall be a total of five thousand (5,000) shares of stock having a par value of One Cent (\$.01) per share authorized. Immediately following the merger, there shall be only one (1) class of capital stock of Datalink authorized, of which there shall be a total of six hundred (600) shares of common voting stock of Datalink issued and outstanding, having a par value of One and No/100 Dollars (\$1.00) per share, each of which shares shall be fully paid and non-assessable.

5. Exchange of Stock Certificates. As promptly as practicable after the effective time of the merger, each holder of an outstanding certificate or certificates of IBT shares shall surrender the same to Robert A. Freeman, P.A., counsel for Datalink, and shall thereupon be entitled to receive in exchange therefor certificates representing the appropriate number of shares of Datalink common voting stock into which the shares of converted IBT stock represented by the certificate or certificates so surrendered shall have been converted.

6. Effective Time of the Merger. The merger shall be effective as of 1:00 a.m., September 1, 1996.

7. Dissenter's Rights. If the plan of merger is effected, shareholders dissenting therefrom are entitled, if they file a written objection to such plan before the vote of the shareholders is taken thereon and comply with further provisions of Chapter 607 of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares of IBT.

8. Approval of Shareholders. The plan of merger shall be approved upon receiving the affirmative vote of the holders of the majority of the shares of each class of shares entitled to vote thereon of IBT.

9. Articles of Merger. Following approval of this plan of merger and a successful negotiation of the agreement of merger between Datalink and IBT, the board of directors shall designate the appropriate officers to execute the articles of merger to be filed with the Secretary of State of Florida.

P96000046574

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1220

DIVISION OF CORPORATION

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

6/19/96
 [Handwritten initials and stamps]

RE: Outstanding

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY _____

WALK-IN Will Pick Up

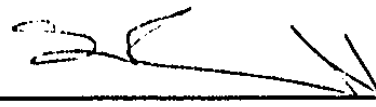
Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

THIS PLAN OF MERGER shall be deemed to be approved by the board of directors of Datalink IBT Inc. as of this 6th day of June, 1996.



David Graham Russell President



Simon Russell Secretary

1087.005 000200(0:35)
10871710:4

PLAN OF MERGER
OF
IBT CONSULTANTS LTD. CO.

THE UNDERSIGNED, IBT Consultant Ltd. Co., a New York corporation qualified to do business in Florida ("IBT"), hereby adopts the following plan of merger by which IBT plans to merge with Datalink IBT Inc., a Florida corporation, existing pursuant to Chapter 607 of the Florida Statutes ("Datalink").

1. The Merger. IBT shall merge into Datalink, a Florida corporation, and Datalink IBT, Inc., a Florida corporation, shall be the survivor corporation. The name of the survivor corporation shall be Datalink IBT, Inc.

2. Fictitious Name. The name "IBT Consultants" may be preserved as a fictitious name by which various divisions of Datalink after the merger may continue to engage in business.

3. Results of the Merger. Upon the merger becoming effective and by virtue thereof, Datalink and IBT shall become and be a single corporation with Datalink as the surviving corporation and the separate corporate existence of IBT shall then cease. Datalink, in addition to all rights, privileges, powers and properties vested in it prior to the merger, shall succeed to and possess as a result of the merger all rights, privileges, powers, immunities and properties (whether real, personal, tangible or intangible or mixed) of IBT, and such rights, privileges, powers, immunities and properties shall be vested in Datalink without further act, assignment or deed.

All rights of creditors and all liens upon any property of the constituent corporations shall be preserved unimpaired; Datalink, as the surviving corporation, shall be subject to all the restrictions, disabilities and duties existing prior to the merger with respect to IBT; and all of the debts, liabilities and obligations of the constituent corporations shall thenceforth attach to the surviving corporation, and may be enforced against the surviving corporation to the same extent as if said debts, liabilities and obligations had been incurred or contracted by the surviving corporation; provided, however, that nothing herein or in the merger agreement shall extend or enlarge any obligations or the lien of any indenture, agreement or other instrument executed or assumed prior to the merger.

4. Effect of Merger upon Issued Shares of Constituent Corporations. At the effective time of the merger, all of the shares of common voting stock of IBT issued and outstanding immediately prior to the effective time of the merger shall be converted into and become one hundred (100) shares of common voting stock of Datalink, the surviving corporation. Each share of such common stock issued to the shareholder(s) of Datalink pursuant to the merger shall be fully paid and non-assessable.

At the present time and immediately prior to the merger, there exists only one (1) class of capital stock of Datalink of which there shall be five hundred (500) shares of common voting stock of Datalink IBT, Inc. (Datalink) having a par value of One Cent (\$.01) per share issued and outstanding, and there shall be a total of five thousand (5,000) shares of stock having a par value of One Cent (\$.01) per share authorized. Immediately following the merger, there shall be only one (1) class of capital stock of Datalink authorized, of which there shall be a total of six hundred (600) shares of common voting stock of Datalink issued and outstanding, having a par value of One and No/100 Dollars (\$1.00) per share, each of which shares shall be fully paid and non-assessable.

5. Exchange of Stock Certificates. As promptly as practicable after the effective time of the merger, each holder of an outstanding certificate or certificates of IBT shares shall surrender the same to Robert A. Froomean, P.A., counsel for Datalink, and shall thereupon be entitled to receive in exchange therefor certificates representing the appropriate number of shares of Datalink common voting stock into which the shares of converted IBT stock represented by the certificate or certificates so surrendered shall have been converted.

6. Effective Time of the Merger. The merger shall be effective as of 1:00 a.m., September 1, 1996.

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8. Approval of Shareholders. The plan of merger shall be approved upon receiving the affirmative vote of the holders of the majority of the shares of each class of shares entitled to vote thereon of IBT.

9. Articles of Merger. Following approval of this plan of merger and a successful negotiation of the agreement of merger between Datalink and IBT, the board of directors shall designate the appropriate officers to execute the articles of merger to be filed with the Secretary of State of Florida.

THIS PLAN OF MERGER shall be deemed to be approved by the board of directors of IBT Consultant Ltd. Co., as of this 6th day of June, 1996.



David Graham Russell

President



Simon Russell

Secretary

1007.005 000200(0:30)
10071719:2