



THE UNITED STATES  
CORPORATION  
COMPANY

P960000074436

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 31 PM 3:07

ACCOUNT NO. : 072100000032

REFERENCE : 167796 4374815

AUTHORIZATION : Patricia Pajaro

COST LIMIT : \$ 70.00

ORDER DATE : May 30, 2001

ORDER TIME : 11:46 AM

ORDER NO. : 167796-015

CUSTOMER NO: 4374815

CUSTOMER: Jeffrey D. Marks, Esq  
Jeffrey D. Marks, Esq., P.c.  
P. O. Box 2665  
415 Clifton Avenue  
Clifton, NJ 07015

*merger*

200004386342--1

ARTICLES OF MERGER

AUTO-ID, INC.

INTO

VERTEX INTERACTIVE, INC.

RECEIVED  
01 MAY 31 PM 1:01  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

*AKR*  
*6/1/01*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AUTO-ID, INC., a Florida corporation P96000074436  
,

INTO

**VERTEX INTERACTIVE, INC.**, a New Jersey entity not qualified in Florida.

File date: May 31, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER  
OF  
AUTO-ID, INC.  
AND  
VERTEX INTERACTIVE, INC.

FILED  
01 MAY 31 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Auto-ID, Inc. with and into Vertex Interactive, Inc. as approved by the Board of Directors of Auto-ID, Inc. on May 11, 2001 and adopted at a meeting by the Board of Directors of Vertex Interactive, Inc. on May 11, 2001.

2. The merger of Auto-ID, Inc. with and into Vertex Interactive, Inc. is permitted by the laws of the jurisdiction of organization of Vertex Interactive, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Vertex Interactive, Inc. was May 11, 2001.

3. Shareholder approval was not required for the merger.


4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on May 31, 2001.

Executed on May 11, 2001

Auto-ID, Inc.

By: Donald W. Rowley  
Donald Rowley, President

Vertex Interactive, Inc.

By:   
Nicholas R.H. Toms  
Joint Chief Executive Officer

PLAN OF MERGER

BETWEEN

AUTO-ID, INC.

AND

VERTEX INTERACTIVE, INC.

1. Vertex Interactive, Inc., which is a business corporation of the State of New Jersey and is the parent corporation and the owner of all of the outstanding shares of Auto-ID, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Auto-ID, Inc. into Vertex Interactive, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of New Jersey, the jurisdiction of organization of Vertex Interactive, Inc.

2. The separate existence of Auto-ID, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Vertex Interactive, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Auto-ID, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Vertex Interactive, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 of Merger or of the merger herein provided for.