



THE UNITED STATES CORPORATION COMPANY

P960000074436

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

ACCOUNT NO. : 072100000032
REFERENCE : 167796 4374815
AUTHORIZATION : Patricia Pajuts
COST LIMIT : \$ 70.00

ORDER DATE : May 30, 2001
ORDER TIME : 11:46 AM
ORDER NO. : 167796-015
CUSTOMER NO: 4374815

merger

200004386342--1

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

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:

APR
6/1/01

ARTICLES OF MERGER
Merger Sheet

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.