

P 97000012424

Florida Department of State  
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MERGER OR SHARE EXCHANGE

RESOURCE SOLUTIONS, INC.

Certificate of Status	0
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RESOURCE SOLUTIONS, INC., a Florida corporation, document number  
P97000012424

INTO

**RAPIDIGM, INC.**, a Pennsylvania corporation not qualified in Florida.

File date: February 9, 2000

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER  
OF FLORIDA AND FOREIGN CORPORATIONS**

Pursuant to the provisions of Section 607.1107, Florida Statutes, the undersigned Florida and foreign corporations adopt the following Articles of Merger for purposes of merging them into one of such corporations:

(a) **Plan of Merger:** The following Plan of Merger was adopted by the shareholders of **RESOURCE SOLUTIONS, INC.**, a Florida corporation (the "Domestic Corporation")

**THE PLAN OF MERGER IS ATTACHED HERETO AS ANNEX I  
AND IS INCORPORATED HEREIN BY REFERENCE**

(b) **Approval by Shareholders of Domestic Corporation:** The foregoing Plan of Merger was adopted by the shareholders of the Domestic Corporation in the manner prescribed by the applicable provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes.

(c) **Approval by Domestic Partnership:** No domestic partnership is a party to the merger.

(d) **Approval by Domestic Limited Liability Company:** No domestic limited liability company is a party to the merger.

(e) **Approval by Foreign Corporation:** The foregoing Plan of Merger was approved by **RAPIDIGM, INC.** (the "Foreign Corporation") in the manner prescribed by the laws of the State under which it is organized.

(f) **Effective Date of Merger:** The merger shall be effective upon filing of these Articles of Merger.

(g) **The Surviving Corporation:**

1. The surviving corporation is the Foreign Corporation, **Rapidigm, Inc.**, a Pennsylvania corporation whose principal business office in Pennsylvania is located at:

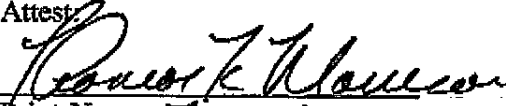
4400 Campbells Run Road  
Pittsburgh, PA 15205

2. The surviving Foreign Corporation is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.
3. The surviving Foreign Corporation has agreed to promptly pay to the

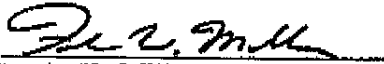
dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under F.S. Sec. 607.1302.

- (h) 1. The Plan of Merger was approved by the Board of Directors of the Domestic Corporation and was adopted by its shareholders on February 8, 2000.
2. The Plan of Merger was approved and adopted by the Board of Directors of the Foreign Corporation, no shareholder approval being required, on February 8, 2000.

Attest:

  
Print Name: Thomas F. Morrison  
Its: Secretary *Special Counsel*

RESOURCE SOLUTIONS, INC.

By:   
Frank W. Miller, President

RAPIDIGM, INC.

\_\_\_\_\_  
Print Name:  
Its:

By: \_\_\_\_\_  
Print Name:  
Its:

dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under F.S. Sec. 607.1302.

- (b) 1. The Plan of Merger was approved by the Board of Directors of the Domestic Corporation and was adopted by its shareholders on February \_\_, 2000.
2. The Plan of Merger was approved and adopted by the Board of Directors of the Foreign Corporation, no shareholder approval being required, on February \_\_, 2000.

Attest:

Print Name:  
Its: Secretary

Print Name: *LEWIS P. WHIZZMAN*  
Its: *CRO & Secretary*

RESOURCE SOLUTIONS, INC.

By: Frank W. Miller, President

RAPIDIGM, INC.

By: *Mark C. Faurie*  
Print Name: *Mark C. Faurie*  
Its: *VP & Treasurer*

ANNEX I

**PLAN OF MERGER**

Between

**RAPIDIGM, INC.**  
(a Pennsylvania Corporation)

and

**RESOURCE SOLUTIONS, INC.**  
(a Florida corporation)

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(a) **PARTIES TO THE MERGER:** The sole domestic corporation that will be party to the merger is **RESOURCE SOLUTIONS, INC.**

The sole foreign corporation that will be party to the merger is **RAPIDIGM, INC.**, a corporation formed, organized and incorporated under the laws of the Commonwealth of Pennsylvania.

**RESOURCE SOLUTIONS, INC. ("RSI")** shall merge into **RAPIDIGM, INC. ("Rapidigm")** which shall be the surviving entity.

(b) **TERMS AND CONDITIONS OF MERGER:**

The merger of RSI into Rapidigm shall be effective upon filing duly authorized and executed Articles of Merger with the Secretary of State of the State of Florida and with the Secretary of State of the Commonwealth of Pennsylvania in accordance with applicable laws.

Upon the effectiveness of the merger, all of the issued and outstanding shares of common stock of RSI, consisting of 1,050,000 non voting shares (no par value), and 500 voting shares (no par value), shall be automatically cancelled and converted into the right to receive, without interest, cash and shares, par value \$.001 per share, of common stock of Rapidigm which consideration shall be distributed to the shareholders of RSI on the closing date of the merger. No fractional shares of Rapidigm stock will be issued and any holder of RSI stock otherwise entitled to receive a fractional share of Rapidigm stock will receive a cash payment in lieu thereof in an amount equal to such fraction multiplied by the price per share allocated as the value per share of the Rapidigm stock.

(c) **MANNER AND BASIS OF CONVERTING SHARES:** At Closing, upon surrender to Rapidigm of certificates representing all of the outstanding shares of RSI stock (the "Certificates"), each RSI Shareholder shall be entitled to receive in exchange therefor cash and Rapidigm stock as provided in Annex III attached hereto (the "Merger Consideration") and each Certificate surrendered shall forthwith be cancelled. The Merger Consideration shall be subject

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to adjustment based upon post-Closing adjustment balance sheet of RSI upon which the Merger Consideration was calculated, resulting from post-Closing balance sheet verification by Rapidigm or by its independent, certified public accountants on Rapidigm's behalf.

(d) **PARTNERSHIPS**: No partnerships, whether domestic or foreign, are involved in this merger.

(e) **LIMITED LIABILITY COMPANIES**: No limited liability companies, whether foreign or domestic, are involved in this merger.

(f) **STATEMENTS REQUIRED BY THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA**: All statements, if any, required to be included in this Plan of Merger by the laws of the Commonwealth of Pennsylvania are included herein.

(g) **EFFECTIVE DATE OF MERGER**: The merger of RSI into Rapidigm shall be effective upon the filing of duly authorized and executed Articles of Merger with the Secretary of State of each of the State of Florida and of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, RSI and Rapidigm have adopted and executed this Plan of Merger as of the 9 day of February, 2000.

RESOURCE SOLUTIONS, INC.

RAPIDIGM, INC.

By: *De V. Mills*  
Name:  
Title: *President*

By: \_\_\_\_\_  
Name:  
Title:

to adjustment based upon post-Closing adjustment balance sheet of RSI upon which the Merger Consideration was calculated, resulting from post-Closing balance sheet verification by Rapidigm or by its independent, certified public accountants on Rapidigm's behalf.

(d) **PARTNERSHIPS:** No partnerships, whether domestic or foreign, are involved in this merger.

(e) **LIMITED LIABILITY COMPANIES:** No limited liability companies, whether foreign or domestic, are involved in this merger.

(f) **STATEMENTS REQUIRED BY THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA:** All statements, if any, required to be included in this Plan of Merger by the laws of the Commonwealth of Pennsylvania are included herein.

(g) **EFFECTIVE DATE OF MERGER:** The merger of RSI into Rapidigm shall be effective upon the filing of duly authorized and executed Articles of Merger with the Secretary of State of each of the State of Florida and of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, RSI and Rapidigm have adopted and executed this Plan of Merger as of the \_\_\_\_ day of February, 2000.

RESOURCE SOLUTIONS, INC.

RAPIDIGM, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: Mark E. Fawcett

Name: Mark E Fawcett

Title: VP & Treasurer



ANNEX III  
Composition of Consideration

RSI Shareholders	Percent Interest in RSI	Shares of Rapidigm, Inc. Common Stock	Cash	Indemnification Cap
Frank Miller	47.62%	1040	953,297.37	2,857,210.85
Brian Dorush	4.76%	104	95,234.56	285,578.30
Bruce Wheeler	11.90%	208	190,469.12	
Douglas Wheeler	11.90%	208	190,469.12	
Brett Wheeler	11.90%	208	190,469.12	
Wesley Wheeler	11.90%	208	190,469.12	
Lewis Wheeler	0.02%	0	951.79	
Totals	100.00%	1,976	1,811,360.20	6,000,000.00

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