



THE UNITED STATES
CORPORATION
COMPANY

797000013154

ACCOUNT NO. : 072100000032

REFERENCE : 898681 4327828

AUTHORIZATION :

COST LIMIT :

Patricia Pigato
\$175.00

ORDER DATE : July 21, 1998

ORDER TIME : 11:29 AM

ORDER NO. : 898681-010

CUSTOMER NO: 4327828

CUSTOMER: Stuart J. Haft, Esq
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

400002594374--3

ARTICLES OF MERGER

PROFIT TECHNOLOGIES
INTERNATIONAL CORP.

INTO

PROFIT TECHNOLOGIES
INTERNATIONAL CORP.

FILED
98 JUL 21 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ***2 CERTIFIED COPIES**
PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

REC'D
98 JUL 21 PM 1:50
DIVISION OF CORPORATION

See 8/18



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 22, 1998

CSC
KAREN
TALLAHASSEE, FL

SUBJECT: PROFIT TECHNOLOGIES INTERNATIONAL CORP.
Ref. Number: P97000013154

RESUBMIT

Please give original
submission date as file date.

We have received your document for PROFIT TECHNOLOGIES INTERNATIONAL CORP. and the authorization to debit your account in the amount of \$175.00. However, the document has not been filed and is being returned for the following:

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 998A00038755

RECEIVED
98 AUG 17 PM 4:15
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROFIT TECHNOLOGIES INTERNATIONAL CORP., a North Carolina
corporation

INTO

PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida corporation,
P97000013154

File date: July 21, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 175.00

PROFIT TECHNOLOGIES INTERNATIONAL CORP.
ARTICLES OF MERGER

FILED
98 JUL 21 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the applicable provisions of the Florida Business Corporation Act and applicable provisions of the Business Corporation Act of North Carolina, the undersigned corporations adopt the following Articles of Merger for the purpose of merging:

1. The names of the corporations which are parties of the within merger are PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida corporation and PROFIT TECHNOLOGIES INTERNATIONAL CORP., a North Carolina corporation. PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida corporation, is the surviving corporation.

2. On February 12, 1997, the following plan of merger was approved by the sole shareholder of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act and the Business Corporation Act of North Carolina:

(i) PROFIT TECHNOLOGIES INTERNATIONAL CORP., a North Carolina corporation, is to be merged into PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida corporation, pursuant to that certain Plan of Merger between PROFIT TECHNOLOGIES INTERNATIONAL CORP., a North Carolina corporation, and PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida corporation. PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida corporation, is the surviving corporation.

(ii) On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real and personal of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

(iii) The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the no par value Class A Voting common stock of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a North Carolina Corporation, issued and outstanding on the effective date of the merger shall be converted into .5 shares of the \$1.00 par value Class A Voting common stock of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida Corporation, which shares

of Class A Voting common stock of the surviving corporation shall then be issued so that there are 1,000 shares of Class A Voting common stock of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida Corporation, issued and outstanding after the merger.

(b) Each share of the no par value Class B Non-voting common stock of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a North Carolina Corporation, issued and outstanding on the effective date of the merger shall be converted into .5 shares of the \$1.00 par value Class B Non-voting common stock of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida Corporation, which shares of Class B Non-voting common stock of the surviving corporation shall then be issued so that there are 9,000 shares of Class B Non-voting common stock of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida Corporation issued and outstanding after the merger.

(c) The conversion shall be effected as follows: After the effective date of the merger, the holder of certificates #1 and #2 in the absorbed corporation shall surrender said certificates to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the 500 shares of Class A Voting common stock and the 4,500 shares of Class B Non-voting common stock.

3. No rights to acquire shares are outstanding by either the absorbed or the surviving corporation.


4. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of Incorporation after the Merger.

Dated: July 30th, 1998

ATTEST:

PROFIT TECHNOLOGIES INTERNATIONAL
CORP., a Florida Corporation

By:


John Cicerelle, Jr., President

By:


Christopher Blake McKee, Secretary


PROFIT TECHNOLOGIES INTERNATIONAL
CORP., a North Carolina Corporation

F000026446055290 0

By: [Signature]
John Cicerelle, Jr., President
By: [Signature]
Christopher Blake McKee, Secretary

STATE OF Fla)
COUNTY OF Summit) SS

The foregoing instrument was acknowledged before me this 3 day of Aug ~~July~~, 1998 by John Cicerelle, Jr., as President of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida Corporation, and as President of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a North Carolina Corporation, on behalf of the corporations. He is personally known to me or has produced fla driver license as identification.

[Signature]
Notary Public
Mrs Natalie Randall
Notary Public Printed
My Commission Number: 431907
My Commission Expires: Feb 22, 1999

MRS NATALIE RANDALL
My Commission CC431907
Expires Feb. 22, 1999
Bonded by ANB
800-852-5878

STATE OF N)
COUNTY OF Mecklenburg) SS

The foregoing instrument was acknowledged before me this 30th day of July, 1998 by Christopher Blake McKee., as Secretary of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a Florida Corporation, and as Secretary of PROFIT TECHNOLOGIES INTERNATIONAL CORP., a North Carolina Corporation, on behalf of the corporations. He is personally known to me or has produced D as identification.

[Signature]
Notary Public
Bonita L. Wilson
Notary Public Printed
My Commission Number:
My Commission Expires:
My Commission Expires 5-7-2001