



THE UNITED STATES
CORPORATION
COMPANY

P97000013160

ACCOUNT NO. : 072100000032

REFERENCE : 898681 4327828

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 175.00

ORDER DATE : July 21, 1998

ORDER TIME : 11:28 AM

ORDER NO. : 898681-005

CUSTOMER NO: 4327828

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

300002594373--6

Palm Beach, FL 33480-0431

ARTICLES OF MERGER

PROFIT TECHNOLOGIES CORPORATION

INTO

PROFIT TECHNOLOGIES
CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 21 PM 2:38

FILED

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:

DIVISION OF CORPORATION

98 JUL 21 PM 1:50

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JP 8/18



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 22, 1998

CSC
KAREN
TALLAHASSEE, FL

RESUBMIT
Please give original
submission date as file date.

SUBJECT: PROFIT TECHNOLOGIES CORPORATION
Ref. Number: P97000013160

We have received your document for PROFIT TECHNOLOGIES CORPORATION 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: 598A00038753

RECEIVED
98 AUG 17 PM 4:15
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROFIT TECHNOLOGIES CORPORATION, a North Carolina corporation

INTO

PROFIT TECHNOLOGIES CORPORATION, a Florida corporation,
P97000013160

File date: July 21, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 175.00

PROFIT TECHNOLOGIES CORPORATION
ARTICLES OF MERGER

FILED
98 JUL 21 PM 2:38
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 CORPORATION, a Florida corporation and PROFIT TECHNOLOGIES CORPORATION, a North Carolina corporation. PROFIT TECHNOLOGIES CORPORATION, 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 CORPORATION, a North Carolina corporation, is to be merged into PROFIT TECHNOLOGIES CORPORATION, a Florida corporation, pursuant to that certain Plan of Merger between PROFIT TECHNOLOGIES CORPORATION, a North Carolina corporation, and PROFIT TECHNOLOGIES CORPORATION, a Florida corporation. PROFIT TECHNOLOGIES CORPORATION, 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 CORPORATION, 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 CORPORATION, a Florida Corporation, which shares of Class A Voting common stock of the surviving corporation shall then be issued so that there

are 5,200 shares of Class A Voting common stock of PROFIT TECHNOLOGIES CORPORATION, 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 CORPORATION, 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 CORPORATION, a Florida Corporation, which shares of Class B Non-voting common stock of the surviving corporation shall then be issued so that there are 46,800 shares of Class B Non-voting common stock of PROFIT TECHNOLOGIES CORPORATION, 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 #5 and #6 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 2,600 shares of Class A Voting common stock and the 23,400 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: Aug 3, 1998

ATTEST:

PROFIT TECHNOLOGIES CORPORATION, a
Florida Corporation

By:

John Cicerelle, Jr., President and Secretary

FDLC26446055299

PROFIT TECHNOLOGIES CORPORATION, a
North Carolina Corporation

By:

John Cicerelle, Jr., President and Secretary

STATE OF Fla)
COUNTY OF Summit) SS

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

Mrs Natalie Randall
Notary Public
Mrs Natalie Randall

Notary Public Printed
My Commission Number: 431907
My Commission Expires:



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