

097000019806

WOMBLE
CARLYLE
SANDRIDGE
& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

3300 One First Union Center
301 South College Street
Charlotte, NC 28202-6025

Telephone: (704) 331-4900
Fax: (704) 331-4955

December 4, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-12/05/97--01057--001
*****70.00 *****70.00

Attn: Amendments Section

Dear Sir or Madam:

Enclosed please find the following for filing with your office:

- (1) One original and one copy of the Certificate of Merger for Sun and Sky Development Corporation into Smoky Mountain Technologies, Inc.; and
- (2) Our firm check in the amount of \$70.00 for filing fees.

Once filed, please return the file-stamped original of the Certificate of Merger to me in the enclosed federal express envelope.

Thank you for your assistance with this matter. If you have questions or comments, please call me at (704) 331-4927.

Sincerely,

Pamela G. Speir
Pamela G. Speir
Paralegal

FILED
9 DEC -5 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Cyrus M. Johnson, Jr., Esq.

C#0182203.01

DEC 12 1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUN AND SKY DEVELOPMENT CORPORATION, a Florida corporation,
P97000019806

INTO

SMOKY MOUNTAIN TECHNOLOGIES, INC., a North Carolina corporation not
qualified in Florida.

File date: December 5, 1997

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
OF
SUN AND SKY DEVELOPMENT CORPORATION
INTO
SMOKY MOUNTAIN TECHNOLOGIES, INC.**

97 DEC -5 AM 10:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Smoky Mountain Technologies, a North Carolina corporation (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging Sun and Sky Development Corporation, a Florida corporation (the "Merging Corporation"), into the Surviving Corporation:

I.

The following Plan of Merger (the "Plan") was duly approved in the manner prescribed by law by the Board of Directors of the Surviving Corporation effective as of November 29, 1997 and by the shareholders of the Merging Corporation effective as of November 29, 1997:

(1) The name of the corporation proposing to merge is Sun and Sky Development Corporation, a Florida corporation (hereinafter called the "Merging Corporation"), and the name of the corporation into which the Merging Corporation proposes to merge is Smoky Mountain Technologies, Inc., a North Carolina corporation (hereinafter called the "Surviving Corporation"). The Merging Corporation and Surviving Corporation are hereinafter referred to collectively as the "Constituent Corporations."

(2) The name of the Surviving Corporation shall be Smoky Mountain Technologies, Inc.

(3) The merger of the Merging Corporation into the Surviving Corporation shall be effected as of November 29, 1997 pursuant to the terms and conditions of this Plan (the "Effective Time"). At the Effective Time, the corporate existence of the Merging Corporation shall cease, and corporate existence of the Surviving Corporation shall continue, and the Merging Corporation's liabilities and assets of every nature shall become those of the Surviving Corporation by operation of law.

(4) Each share of common stock of the Merging Corporation issued and outstanding at the Effective Time shall, as of the Effective Time, by virtue of the merger and without any action on the part of the holder thereof, be converted into the right of the shareholders of the Merging Corporation to receive pro rata in accordance with their ownership of shares in the Merging Corporation from UniComp, Inc., the parent corporation of Merging Corporation ("UniComp"), Forty Five Thousand Eight Hundred and Fifty (45,850) unregistered shares of the common stock of UniComp, which number represents the shares of UniComp common stock which when multiplied by Eight Dollars and 75/100 (\$8.75), the bid price of UniComp common stock reported on NASDAQ as of the time of the parties' agreement in principal to effect this transaction equals Four Hundred One Thousand One Hundred Ninety Three and 12/100 Dollars (\$401,193.12).

(5) Each holder of shares of the common stock of the Merging Corporation issued and outstanding at the Effective Time shall surrender the certificate or certificates representing such shares to the Surviving Corporation for cancellation as of the Effective Time.

(6) The Articles of Incorporation and Bylaws of the Surviving Corporation, as presently constituted, shall continue as the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation and the officers and directors of the Surviving Corporation as of the Effective Time shall continue thereafter to serve as the officers and directors of the Surviving Corporation.

Approval of the Plan by the shareholders of the Surviving Corporation was not required.

III.

The merger shall become effective as of November 29, 1997 and upon the filing of these Articles of Merger.

SMOKY MOUNTAIN TECHNOLOGIES, INC.,
a North Carolina corporation

By: _____


B. Michael Wilson
President

SUN AND SKY DEVELOPMENT CORPORATION,
a Florida corporation

By: _____


Steven Howe
President