



THE UNITED STATES
CORPORATION
COMPANY

P97000022219

FILED
97 APR -9 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 324632 1429D

AUTHORIZATION : Patricia Pyper

COST LIMIT : \$ 122.50

ORDER DATE : April 9, 1997

ORDER TIME : 11:56 AM

ORDER NO. : 324632-005

CUSTOMER NO: 1429D

CUSTOMER: Ms. Darlajo C. Swab
Cummings & Lockwood
P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 34103

9000002138288-0

ARTICLES OF MERGER

TECHNOLOGY STRATEGIES
GROUP LTD.

INTO

TECHNOLOGIES STRATEGIES
GROUP INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

4/9/97
12:14
12:14
12:14
12:14

P97000022219

ARTICLES OF MERGER
Merger Sheet

MERGING:

TECHNOLOGY STRATEGIES GROUP LTD., a Connecticut corporation not
qualified to transact business in Florida

INTO

TECHNOLOGIES STRATEGIES GROUP INC., a Florida corporation,
P97000022219

File date: April 9, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
of
Technology Strategies Group Ltd., a Connecticut corporation
into
Technologies Strategies Group Inc., a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, the following Articles of Merger are adopted by Technologies Strategies Group Inc., a Florida corporation ("Technologies Strategies Florida").

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between Technologies Strategies Florida and Technology Strategies Group Ltd., a Connecticut corporation ("Technology Strategies Connecticut"), is attached hereto as Exhibit "A" and incorporated herein by reference.
2. Pursuant to the Plan of Merger, Technology Strategies Connecticut shall be merged with and into Technologies Strategies Florida and Technologies Strategies Florida shall be the surviving corporation.
3. The purpose of the merger is that the undersigned is spending more time in Florida, has more business contacts in Florida than in Connecticut and is becoming more and more tied to the State of Florida.
4. The Merger Agreement was duly adopted by the directors of Technologies Strategies Florida on March 24, 1997 and by the directors of Technology Strategies Connecticut on March 24, 1997.
5. The Merger Agreement was approved by 100% of the shareholders entitled to vote of Technology Strategies Connecticut on March 24, 1997 and by 100% of the shareholders entitled to vote of Technologies Strategies Florida on March 24, 1997.
6. With respect to both Technologies Strategies Florida and Technology Strategies Connecticut, the Plan of Merger was advised by their respective board of directors and approved by their respective shareholders in accordance with such corporation's articles of incorporation and applicable law.

THE UNDERSIGNED have caused these Articles of Merger to be executed by their duly authorized officers as of this 24 day of March, 1997.

Attest:

TECHNOLOGY STRATEGIES
GROUP LTD.
a Connecticut Corporation
("Technology Strategies
Connecticut")

By: Hadassah Schulman
Hadassah Schulman, Secretary

By: Marc G. Schulman
Marc G. Schulman, President

Attest:

TECHNOLOGIES STRATEGIES
GROUP INC.
a Florida Corporation
("Technologies Strategies Florida")

By: Hadassah Schulman
Hadassah Schulman, Secretary

By: Marc G. Schulman
Marc G. Schulman, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER OF

**Technology Strategies Group Ltd.
a Connecticut Corporation
with and into
Technologies Strategies Group Inc.
a Florida Corporation**

This Agreement and Plan of Merger, dated as of March 24, 1997, made by and among Technologies Strategies Group Inc., a Florida corporation ("Technologies Strategies Florida") and Technology Strategies Group Ltd., a Connecticut corporation ("Technology Strategies Connecticut") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, Technology Strategies Connecticut desires to merge with and into Technologies Strategies Florida, with Technologies Strategies Florida being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan");

WHEREAS, the Constituent Corporations are effecting the Merger for the purpose of moving the business operations of Technology Strategies Connecticut to Florida since the shareholders of the Constituent Corporations are spending more time in Florida, have more business contacts in Florida than in Connecticut and are becoming more and more tied to the State of Florida; and

WHEREAS, the respective Board of Directors of the Constituent Corporations have determined it is advisable that Technology Strategies Connecticut be merged into Technologies Strategies Florida, on the terms and conditions set forth in accordance with Sections 607.1105 and 607.1107 of the Florida Business Corporation Act and the Connecticut Business Corporation Act (respectively, the "Florida Act" and the "Connecticut Act").

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I
THE MERGER**

1. The term "Effective Date" shall mean the date first written above.
2. On the Effective Date, Technology Strategies Connecticut shall be merged with and into Technologies Strategies Florida. The separate existence of Technology Strategies Connecticut shall cease as of the Effective Date and the existence of Technologies Strategies Florida shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.

3. The Plan of Merger has been approved by the Shareholders and Directors of Technology Strategies Connecticut and Technologies Strategies Florida in accordance with Section 607.1107 of the Florida Act and the Connecticut Act.

ARTICLE II EFFECTS OF THE MERGER

As of the Effective Date, Technologies Strategies Florida shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of Technology Strategies Connecticut, and shall be responsible and liable for all liabilities and obligations of Technology Strategies Connecticut, all as more particularly set forth in Section 607.1106 of the Florida Act and the Connecticut Act.

ARTICLE III TERMS OF THE TRANSACTION: CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Technology Strategies Connecticut's common stock into shares of Technologies Strategies Florida's stock shall be as follows:

Each share of Technology Strategies Connecticut's common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of Technologies Strategies Florida.

ARTICLE IV ASSIGNMENT

If at any time Technologies Strategies Florida shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Technologies Strategies Florida the title to any property or rights of Technology Strategies Connecticut, or to otherwise carry out the provisions hereof, the proper officers and directors of Technology Strategies Connecticut as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Technologies Strategies Florida.

ARTICLE V EXPENSES

Technologies Strategies Florida shall pay all expenses of accomplishing the Merger.

ARTICLE VI AMENDMENT

At any time before the filing of the Articles of Merger to be filed in connection herewith with the Florida Secretary of State and the Certificate of Merger to be filed in connection herewith with the Connecticut Secretary of State, the Directors of Technologies Strategies Florida may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Florida Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VII TERMINATION

If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of Technologies Strategies Florida, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Technologies Strategies Florida. Upon termination, as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of Technology Strategies Connecticut or Technologies Strategies Florida, or their directors, officers, employees, agents, or shareholders.

ARTICLE VIII MISCELLANEOUS

Technologies Strategies Florida hereby (a) agrees that it may be served with process in Connecticut in any proceeding for the enforcement of any obligation of Technology Strategies Connecticut and in any proceeding for the enforcement of the rights of a dissenting stockholder of Technology Strategies Connecticut against Technologies Strategies Florida; (b) Technologies Strategies Florida irrevocably appoints Connecticut Secretary of State as its agent to accept service of process in any such proceeding; (c) Technologies Strategies Florida agrees that it shall promptly pay to the dissenting stockholders of Technology Strategies Connecticut the amount, if any, to which they shall be entitled under the provisions of the Connecticut Act, with respect to the rights of dissenting stockholders; and (d) agrees that the Connecticut Secretary of State may mail a copy of any process against Technologies Strategies Florida that may be served on them to Technologies Strategies Group, Inc., c/o Aaron A. Farmer, P.O. Box 413032, Naples, FL 34101.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

Attest:

TECHNOLOGY STRATEGIES
GROUP LTD.
a Connecticut Corporation
("Technology Strategies
Connecticut")

By: Hadassah L. Schulman
Hadassah Schulman, Secretary

By: Marc G. Schulman
Marc G. Schulman, President

Attest:

TECHNOLOGIES STRATEGIES
GROUP INC.
a Florida Corporation
("Technologies Strategies Florida")

By: Hadassah L. Schulman
Hadassah Schulman, Secretary

By: Marc G. Schulman
Marc G. Schulman, President