



THE UNITED STATES
CORPORATION
COMPANY

P97000023256

ACCOUNT NO. : 072100000032

REFERENCE : 898681 4327828

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 175.00

ORDER DATE : July 21, 1998

ORDER TIME : 11:30 AM

ORDER NO. : 898681-015

CUSTOMER NO: 4327828

500002594375--9

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

Palm Beach, FL 33480-0431

ARTICLES OF MERGER

PROFIT TECHNOLOGIES
ENTERPRISES, INC.

INTO

PROFIT TECHNOLOGIES
ENTERPRISES, INC.

FILED
98 JUL 21 PM 2:05
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:

98 JUL 21 PM 11:50
DIVISION OF CORPORATION

DRW 8/18



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 22, 1998

CSC

TALLAHASSEE, FL

SUBJECT: PROFIT TECHNOLOGIES ENTERPRISES, INC.
Ref. Number: P97000023256

RESUBMIT
Please give original
submission date as file date.

We have received your document for PROFIT TECHNOLOGIES ENTERPRISES, INC. and your check(s) totaling \$50000.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 098A00038756

RECEIVED
58 AUG 17 PM 4:15
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

PTC ENTERPRISES, INC., a North Carolina corporation

INTO

PROFIT TECHNOLOGIES ENTERPRISES, INC., a Florida corporation,
P97000023256

File date: July 21, 1998

Corporate Specialist: Teresa Brown

PROFIT TECHNOLOGIES ENTERPRISES, INC.
ARTICLES OF MERGER

FILED
98 JUL 21 PM 2:05
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 ENTERPRISES, INC., a Florida corporation and PTC ENTERPRISES, INC., a North Carolina corporation. PROFIT TECHNOLOGIES ENTERPRISES, INC., a Florida corporation, is the surviving corporation.

2. On March 9, 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) PTC ENTERPRISES, INC., a North Carolina corporation, is to be merged into PROFIT TECHNOLOGIES ENTERPRISES, INC., a Florida corporation, pursuant to that certain Plan of Merger between PTC ENTERPRISES, INC., a North Carolina corporation, and PROFIT TECHNOLOGIES ENTERPRISES, INC., a Florida corporation. PROFIT TECHNOLOGIES ENTERPRISES, INC., 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 PTC ENTERPRISES, INC., 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 ENTERPRISES, INC., 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 ENTERPRISES, INC., a Florida Corporation, issued and outstanding after the merger.

(b) Each share of the no par value Class B Non-voting common stock of PTC ENTERPRISES, INC., 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 ENTERPRISES, INC., 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 ENTERPRISES INC., 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 30, 1998

ATTEST:

PROFIT TECHNOLOGIES ENTERPRISES, INC.
a Florida Corporation

By: George Clifton McKee, Jr.
George Clifton McKee, Jr., President

By: Christopher Blake McKee
Christopher Blake McKee, Secretary

PTC ENTERPRISES, INC., a North Carolina Corporation

By: George Clifton McKee, Jr.
George Clifton McKee, Jr., President

By: Christopher Blake McKee
Christopher Blake McKee, Secretary

STATE OF NC)
) SS
COUNTY OF Mecklenburg

The foregoing instrument was acknowledged before me this 30th day of July, 1998 by George Clifton McKee, Jr., as President of PROFIT TECHNOLOGIES ENTERPRISES, INC., a Florida Corporation, and as President of PTC ENTERPRISES, INC., a North Carolina Corporation, on behalf of the corporations. He is personally known to me or has produced DL as identification.

Bonita L. Wilson
Notary Public

Bonita L. Wilson
Notary Public Printed

My Commission Number:

My Commission Expires:

My Commission Expires 5-7-2001

STATE OF NC)
) SS
COUNTY OF Mecklenburg

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

Bonita L. Wilson
Notary Public

Bonita L. Wilson
Notary Public Printed

My Commission Number:

My Commission Expires:

My Commission Expires 5-7-2001