THE UNITED STATES

ACCOUNT NO. : 072100000032

REFERENCE: 898681

4327828

AUTHORIZATION

COST LIMIT : \$ 175.00

ORDER DATE: July 21, 1998

ORDER TIME: 11:30 AM

ORDER NO. : 898681-015

CUSTOMER NO: 4327828

CORPORATION

___ 500002594375--9 1

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.

_ CERTIFIED COPY **2 CERTIFIED COPIES** PLAIN STAMPED COPY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

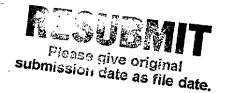
CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 22, 1998



CSC

TALLAHASSEE, FL

SUBJECT: PROFIT TECHNOLOGIES ENTERPRISES, INC.

Ref. Number: P97000023256

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

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

98 JUL 21 PH 2: 05
ALTARY OF STATE Pursuant to the applicable provisions of the Florida Business Corporation Ac 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:

- 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.
- 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:
- PTC ENTERPRISES, INC., a North Carolina corporation, is to be (i) 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.
- On the effective date of the merger, the separate existence of the (ii) 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.
- The manner and basis of converting the shares of the absorbed (iii) corporation into shares of the surviving corporation is as follows:
- Each share of the no par value Class A Voting common (a) 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 Nonvoting common stock.
- 3. No rights to acquire shares are outstanding by either the abosorbed 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 <u>20</u> , 1998	
ATTEST:		PROFIT TECHNOLOGIES ENTERPRISES, INC a Florida Corporation By: George Clifton McKee, Jr., President

Christopher Blake McKee, Secretary

PTC ENTERPRISES, INC., a North Carolina Corporation

George Chitton McKee, Jr., President

Christopher Blake McKee, Secretary

STATE OF NC) SS COUNTY OF MECKENSING)

M. M.

The foregoing instrument was acknowledged before me this 30 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 as identification.

nita L. Wilson Notary Public Printed My Commission Number: My Commission Expires:

My Commission Expires 5-7-2001

STATE OF OC) SS COUNTY OF Mecklenburg)

The foregoing instrument was acknowledged before me this 30 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.

Notary Public Printed My Commission Number:

My Commission Expires:

My Commission Expires 5-7-2004