

P97000040532

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

*Digital Fusion Acquisition Corp.
Merging into: Digital Fusion, Inc.*

- | | | |
|--|---|--|
| ☐ Profit | ☐ Amendment | ☒ Merger |
| ☐ NonProfit | | |
| ☐ Limited Liability Company | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Foreign | | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ Reinstatement | ☐ Reservation | ☐ Change of R.A. |
| ☐ Limited Liability Partnership | | ☐ Fictitious Name |
| ☐ Certified Copy | ☐ Photo Copies | ☐ CUS |
| ☐ Call When Ready | ☐ Call if Problem | ☐ After 4:30 |
| ☐ Walk In | ☐ Will Wait | ☐ Pick Up |
| ☐ Mail Out | | |

00 MAR -2 PM12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Name
Avallability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3/2

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LAURA EARNEST

00 MAR -2 AM11:49

RECEIVED

merger

CR2E031 (1-89)

S. PAYNE MAR 7 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

DIGITALL FUSION ACQUISITION CORP., a Delaware corp., F00000001125

INTO

DIGITAL FUSION, INC., a Florida entity, P97000040532.

File date: March 2, 2000

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 2, 2000

CT Corporation System

Tallahassee, FL

SUBJECT: DIGITAL FUSION, INC.
Ref. Number: P97000040532

We have received your document for DIGITAL FUSION, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

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) 487-6901.

~~Susan Payne~~
~~Senior Section Administrator~~

Letter Number: 500A00011680

Exhibit added, please backdate filing to 3/2/00.
Thank you!
☺ Laura

RECEIVED
00 MAR -6 PM 3:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 MAR -2 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
digital fusion, inc.	Florida

Second: The name and jurisdiction of each merging corporation (the "Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Digital Fusion Acquisition Corp.	Delaware

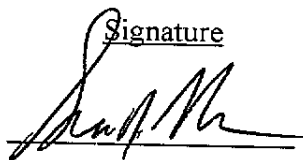
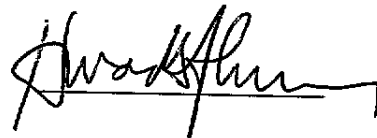
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at the close of business on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on February 10, 2000.

Sixth: The Plan of Merger was adopted by the board of directors of the Merging Corporation on February 10, 2000, and shareholder approval was not required.

Seventh: Signatures of each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
digital fusion, inc.		<u>Sean D. Mann, President</u>
Digital Fusion Acquisition Corp.		<u>Howard Johnson, President</u>

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation (the "Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
digital fusion, inc.	Florida

Second: The name and jurisdiction of each **merging** corporation (the "Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Digital Fusion Acquisition Corp.	Delaware

Third: At the effective time of the merger, all of the issued and outstanding shares of capital stock of the Surviving Corporation shall be converted into 1,025,000 shares and warrants to purchase 300,000 shares of \$0.01 par value common stock of IBS Interactive, Inc., a Delaware corporation.

Fourth: The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

Fifth: The Bylaws of the Surviving Corporation shall be the Bylaws of the corporation surviving the merger. No changes or amendments shall be made to the Bylaws because of the merger.

Sixth: The directors and officers of the Merging Corporation shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

Seventh: Certain other terms and conditions of the merger are as set forth in that certain Agreement and Plan of Merger, dated as of February 10, 2000.

Eighth: The merger shall be effective at the close of business on the date the Articles of Merger are filed with the Florida Department of State.

03-06-2000 01:23PM

FROM STITES & HARBISON

TO

918502227615

P.02

EXHIBIT A

DIGITAL FUSION, INC.

Howard Johnson

Sole Director, President and Secretary

IBS Two Ridgedale Ave.
Suite 350
Cedar Knolls, NJ