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P97000068437

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

NETSOFT CORP

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CORIX INC., a Delaware corporation, not qualified in Florida

INTO

NETSOFT CORP., a Florida entity, P97000068437.

File date: March 16, 2000

Corporate Specialist: Karen Gibson

(H00000011955 2)

STATE OF FLORIDA
ARTICLES OF MERGER

of

Corix Inc.,
a Delaware corporation,

with and into

NetSoft Corp.,
a Florida corporation

FILED
00 MAR 16 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of merger.

1. The Plan of Merger, dated as of and effective March 14, 2000 (the "Plan of Merger"), by and between Corix Inc., a Delaware corporation ("Corix") and NetSoft Corp., a Florida corporation ("NetSoft"), a true and correct executed copy of which is attached hereto and made a part hereof as Exhibit A, and the Agreement and Plan of Merger, dated as of and effective March 14, 2000 (the "Merger Agreement"), by and among Corix, NetSoft, Robert Dansby and Himesh Patel, provide that Corix shall merge with and into NetSoft, and that NetSoft shall be the surviving entity on and after the Effective Date of the merger (as defined below).

2. The Plan of Merger and the Merger Agreement were duly adopted by the Board of Directors and the sole shareholder of Corix by unanimous written consent on March 14, 2000.

3. The Plan of Merger and the Merger Agreement were duly adopted by the Board of Directors of NetSoft by unanimous written consent on March 2, 2000. Shareholder approval of the merger was not required.

4. The merger herein provided for shall take effect on the date that these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

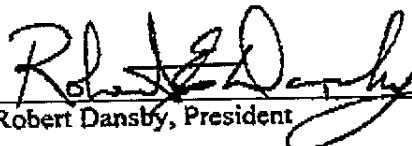
5. These Articles of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

[Signatures on following page]

(H00000011955 2)

Executed as of and effective the 14th day of March, 2000.

CORIX INC.

By: 
Robert Dansby, President

NETSOFT CORP.

By: 
Himesh Patel, President

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EXHIBIT A

PLAN OF MERGER

of

Corix Inc.,
a Delaware corporation,

with and into

NetSoft Corp.,
a Florida corporation

This **PLAN OF MERGER** (hereinafter called the "Plan") dated as of and effective the 14th day of March, 2000 by and between Corix Inc., a corporation organized and existing under the laws of the State of Delaware ("Corix") and NetSoft Corp., a corporation organized and existing under the laws of the State of Florida (the "Company" or "Surviving Corporation").

ARTICLE I

Corporate Existence of the Surviving Corporation

On the "Effective Date" (as defined below) of the merger (the "Merger"), Corix shall be merged with and into the Company, and the Company shall be the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Corix shall be merged with and into the Company and the Company shall be fully vested therewith. The separate existence of Corix, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger whereupon Company and Corix shall be and become one single corporation.

ARTICLE II

Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation shall without any changes continue as the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

ARTICLE III

Conversion and Exchange of Shares

In respect of the Merger of Corix into Surviving Corporation, each share of common stock of Corix outstanding immediately on the Effective Date of the Merger shall be converted into and shall become 2.4480 shares of common stock of Surviving Corporation. Each share of common stock of Surviving Corporation issued and outstanding immediately on the Effective Date of the Merger shall continue as outstanding shares of the Surviving Corporation capital stock.

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ARTICLE IV
Supplemental Action

If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation, or Corix, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

ARTICLE V
Effective Date of Merger

The Effective Date of the Merger shall be the date that the Articles of Merger are filed with the Secretary of State of the State of Florida.

ARTICLE VI
Counterparts

This Plan of Merger may be executed in multiple counterparts, each of which shall be deemed and original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

Corix Inc.

By: 

Name: Robert Dansky

Title: President

NetSoft Corp.

By: 

Name: Himesh Patel

Title: President