

Division of Corporations

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P97000068437

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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(((H00000051712 8)))

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : GREENBERG TRAUIG (ORLANDO)

Account Number : 103731001374

Phone : (407) 418-2435

Fax Number : (407) 420-5909

EFFECTIVE DATE
10-1-00

MERGER OR SHARE EXCHANGE

INNHANSE CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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Morgan
KCB
9/29/00
7

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MARKETING CONFIGURATIONS, INC., a Florida corporation, document
number K62864

INTO

INNHANSE CORPORATION, a Florida entity, P97000068437.

File date: September 29, 2000 , effective October 1, 2000

Corporate Specialist: Karen Gibson

GREENBERG
ATTORNEYS AT LAW
TRAURIG

Transmittal Cover Sheet

TO **Division of Corporations**
((H00000051712 8))

Company

Fax Number 850-922-4000

Phone Number

FROM Anthony V. Varrone

File Number 99905.020696

Comments Enclosed please find an executed certificate of merger of Marketing Configurations, Inc. into InnHanse Corporation. Please file today and fax confirmation to (407) 420-5909.

Thank you for your prompt attention to this matter.

RECEIVED
00 SEP 29 AM 11:04
Date
Time
DIVISION OF CORPORATIONS
No. Pages

September 29 2000

Including this cover sheet 6

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111 North Orange Avenue, Suite 1400, Orlando, Florida 32801 407-420-1000 Fax 407-420-5909

(H00000051712 8)

STATE OF FLORIDA
ARTICLES OF MERGER
of

Marketing Configurations, Inc.
a Florida corporation,

with and into

InnHanse Corporation,
a Florida corporation

EFFECTIVE DATE
10-1-00

FILED
00 SEP 29 PM 2:47
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 September 28, 2000 (the "Plan of Merger"), by and between Marketing Configurations, Inc., a Florida corporation ("Configurations") and InnHanse Corporation, a Florida corporation ("InnHanse"), 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 September 28, 2000 (the "Merger Agreement"), by and among Configurations, InnHanse, Rajiv Kapur, Robert Dansby and Himesh Patel, provide that Marketing Configurations shall merge with and into InnHanse, and that InnHanse 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 shareholders of Configurations by unanimous written consent on September 28, 2000.

3. The Plan of Merger and the Merger Agreement were duly adopted by the Board of Directors of InnHanse by unanimous written consent as of and effective September 28, 2000. Shareholder approval of the merger was not required.

4. The merger herein provided for shall take effect the start of business on October 1, 2000 (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]

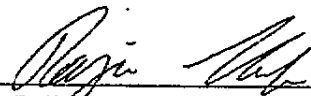
(H000000517128)

Executed as of and effective the 28th day of September, 2000.

InnHanse Corporation

By: 
Himesh Patel, Chairman and Chief
Executive Officer

Marketing Configurations, Inc.

By: 
Name: Rajiv Kapur
Title: President

(H000000517128)

EXHIBIT A

PLAN OF MERGER

of

**Marketing Configurations Inc.,
a Florida corporation,**

with and into

**InnHanse Corporation,
a Florida corporation**

This **PLAN OF MERGER** (hereinafter called the "Plan") dated as of and effective the 28th day of September, 2000 by and between **Marketing Configurations, Inc.**, a corporation organized and existing under the laws of the State of Florida ("Configurations") and **InnHanse Corporation**, 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"), Configurations 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 Configurations shall be merged with and into the Company and the Company shall be fully vested therewith. The separate existence of Configurations, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger whereupon the Company and Configurations 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 Configurations into the Surviving Corporation, each share of common stock of Configurations outstanding immediately on the Effective Date of the Merger shall be converted into and shall become 3,916.80 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.

(#000000517128)

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 Configurations, 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

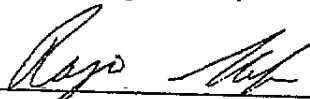
The Effective Date of the Merger shall be the start of business on October 1, 2000.

ARTICLE VI
Counterparts

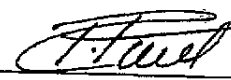
This Plan of Merger may be executed in multiple counterparts, each of which shall be deemed and original and all of which together shall constitute one and the same instrument.

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.

Marketing Configurations, Inc.

By: 
Name: Rajiv Kapur
Title: President

InnHanse Corporation

By: 
Name: Himesh Patel
Title: Chairman and Chief Executive Officer