

Law Offices
LEDYARD H. DEWEES, P.A.
1085 S.W. TAMARIND WAY
BOCA RATON, FLORIDA 33486-5552
TELEPHONE (561) 368-1427
FACSIMILE (561) 395-8312

September 17, 1997

Department of State
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

BY FEDERAL EXPRESS

Re: UCAN Corporation / Madison Systems, Inc.

Dear Sirs:

Pursuant to Statute Section 607.1105 I am delivering herewith an original executed Articles of Merger of UCAN Corporation, a Utah Corporation, into Madison Systems, Inc., a Florida corporation, with the Plan and Agreement of Merger attached thereto.

I have also enclosed a check in the amount of \$ 87.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
	<u>\$ 87.50</u>

Please send the certified copy to this address.

Thank you for handling this matter. If there are any questions, please call me collect.

Cordially yours,

Ledyard H. DeWees

Ledyard H. DeWees
Fla. Bar # 019426

LHD:bd

encl.

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-03/18/97--01065--006
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-10/06/97--01160--004
*****35.00 *****35.00

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SEP 21 1997
TALLAHASSEE, FLORIDA

RECEIVED
SEP 21 1997
TALLAHASSEE, FLORIDA

mer for

ARTICLES OF MERGER
Merger Sheet

MERGING:

UCAN CORPORATION, a Utah Corporation not qualified in the State of Florida

INTO

MADISON SYSTEMS, INC., a Florida corporation, P97000072221

File date: October 2, 1997

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1997

LEDYARD H. DEWESS, P.A.
1085 S.W. TAMARIND WAY
BOCA RATON, FL 33486-5552

SUBJECT: MADISON SYSTEMS, INC.
Ref. Number: P97000072221

We have received your document for MADISON SYSTEMS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

The balance due to file the merger will be \$35.00.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 297A00047311

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September 29, 1997

Carol Mustain
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

BY FEDERAL EXPRESS

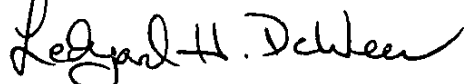
Re: Madison Systems, Inc.
Ref. Number: P97000072221

Dear Ms. Mustain:

As requested by your letter of September 24, 1997, I am enclosing an additional check for \$35.00 to cover the filing fees for the enclosed merger.

Please send the certified copy to this address.

Cordially yours,



Ledyard H. DeWees
Fla Bar # 019426

LHD:bd

encl.

ARTICLES OF MERGER

OF

**UCAN CORPORATION
(A Utah Corporation)**

INTO

**MADISON SYSTEMS, INC.
(A Florida Corporation)**

APPROVED
AND
FILED
67 OCT - 2 11 00:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers, Chairman of the Board and Secretary of UCAN CORPORATION, a Utah corporation and MADISON SYSTEMS, INC. a Florida corporation, hereby certify that the Plan and Agreement of Merger attached as Exhibit 1 hereto and hereby made a part hereof (hereinafter referred to as the "Plan") was approved by the shareholders of UCAN CORPORATION, a Utah corporation, at a special meeting of the shareholders which was duly called and was held on the 15th day of September, 1997, after due notice was given to the shareholders, and was approved by the sole shareholder of MADISON SYSTEMS, INC, by consent action, on September 15, 1997.

The number of shares outstanding of each class of stock of each corporation which were entitled to vote on the Plan, and the number of shares of each class of stock of each corporation consenting and not consenting to the Plan, is as follows:

	<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Consenting</u>	<u>Not Consenting</u>
UCAN CORPORATION	Common Stock (\$.001 Par)	7,948,028	5,000,000	-0-
MADISON SYSTEMS, INC.	Common Stock (\$.001 Par)	10	10	-0-

The number of votes cast for the Plan was sufficient for approval.

All of the presently outstanding shares of MADISON SYSTEMS, INC., a Florida corporation, are owned and held by UCAN CORPORATION, a Utah corporation, and were so held immediately prior to the merger.

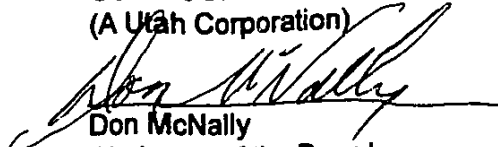
The effective date of the merger shall be as set forth in Article II of the Plan, which date complies with subsection 16-10a-1104(5) of the Utah Revised Business Corporation Act and with Florida Statute Section 607.1005, being the date of filing of these Articles.

IN WITNESS WHEREOF, UCAN CORPORATION, a Utah corporation, and MADISON SYSTEMS, INC. a Florida corporation, have caused these Articles of Merger to be executed in their respective corporate names by their respective Chief Executive Officers and their respective secretaries this 15th day of September, 1997.

Attest:


Cornelia Patterson
Secretary

UCAN CORPORATION
(A Utah Corporation)


Don McNally
Chairman of the Board
Chief Executive Officer

Attest:


Cornelia Patterson
Secretary

MADISON SYSTEMS, INC.
(A Florida Corporation)

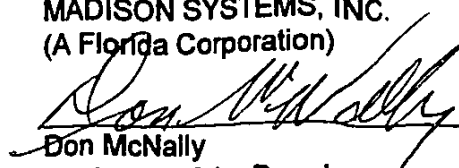

Don McNally
Chairman of the Board
Chief Executive Officer

EXHIBIT ONE
PLAN AND AGREEMENT OF MERGER
OF
UCAN CORPORATION
(A Utah Corporation)
INTO
MADISON SYSTEMS, INC.
(A Florida Corporation)

THIS PLAN AND AGREEMENT OF MERGER (hereinafter called "Agreement of Merger"), by and between **UCAN CORPORATION**, a corporation organized and existing under the laws of the State of Utah (hereinafter sometimes referred to as "**UCAN**") and **MADISON SYSTEMS, INC.**, a corporation organized and existing under the laws of the State of Florida (hereinafter sometimes referred to as "**MADISON**"). These two parties are herein sometimes referred to collectively as the "merging corporations", and Madison is designated as the surviving corporation.

WHEREAS, MADISON SYSTEMS, INC. is the wholly owned subsidiary of **UCAN CORPORATION**; and

WHEREAS, UCAN CORPORATION wishes to change the state of its domicile by merger into **MADISON SYSTEMS, INC.**; and

WHEREAS, Section 607.1101 of the Florida Business Corporation Act and Section 16-10a-1104 of the Utah Business Corporation Act each authorize the merger of UCAN CORPORATION AND MADISON SYSTEMS, INC.

NOW, THEREFORE, the merging corporations have agreed, and do hereby agree, each with the other in consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained and in accordance with the State of Florida, and in accordance with the laws of the State of Utah, that Ucan Corporation and Madison Systems, Inc. be merged into a single corporation and that Madison shall be the continuing and surviving corporation and do hereby agree upon and prescribe that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect and the manner of converting the presently outstanding shares of each of the merging corporations into the shares of Madison are and shall be hereinafter set forth:

ARTICLE 1: MANNER OF CONVERSION OF SHARES

The manner and basis of converting the shares of UCAN into shares of MADISON are as follows:

- (1) At the effective time of the merger, each share of common stock of UCAN shall thereupon be converted into one share of MADISON. Each holder of outstanding stock of UCAN upon surrender to MADISON of one or more certificates for such shares for cancellation shall be entitled to receive one or more certificates for the number of

shares of common stock of MADISON represented by the certificates of UCAN so surrendered for cancellation by such holder. Until so surrendered, each certificate representing outstanding shares of common stock of UCAN shall represent the ownership of a like number of shares of MADISON for all corporate and legal purposes.

(2) As of the effective time of the merger, all of the outstanding shares of common stock of MADISON, which shares are held by UCAN, shall be redeemed by MADISON for the sum of \$10.00 and such redeemed shares shall be returned to the status of authorized and unissued shares.

(3) As of the effective time of the merger, MADISON agrees to adopt any stock option agreement or other agreement containing a right of a person to acquire shares of stock of UCAN, under the same terms and conditions as existed in any such agreement at the effective time of the merger and to have such option or other acquisition right apply equally to the stock of MADISON.

ARTICLE II: EFFECTIVE TIME

The effective time of the merger shall be upon the issuance of the Certificate of Merger by the Division of Corporations of the State of Utah and filing of the Articles of Merger in accordance with Section 607.1105 of the Florida Business Corporation Act with the Florida Department of State. Prior to such date, this Plan and Agreement of Merger shall (1) have been submitted to and approved by the board of directors of each of the merging corporations; (2) have been approved by a majority of the stockholders of each of the merging corporations as required in accordance with law.

ARTICLE III: EFFECT OF MERGER

When the merger shall have been effected:

(1) The merging corporations shall be a single corporation known as Madison Systems, Inc., a Florida corporation.

(2) The separate existence of Ucan Corporation shall cease.

(3) Madison Systems, Inc. shall have all rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of Florida.

(4) Madison Systems, Inc. shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public as well as of a private nature of each of the merging corporations and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of and belonging to or due to each of the merging corporations shall be taken and deemed to be transferred to and vested in MADISON without further act or deed, and the title to any real estate or any interest therein vested in either of the merging corporations shall not revert or be in any way impaired by reason of the merger.

(5) Madison Systems, Inc. shall thenceforth be responsible and liable for all the liabilities and obligations of each of the merging corporations and any claim existing or action or proceeding pending by or against either of the merging corporations may be prosecuted to judgment as if such merger had not taken place, or Madison may be

substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the merging corporations shall be impaired by reason of the merger.

(6) After the effective time of the merger, the earned surplus of MADISON shall equal the aggregate of the earned surpluses of the merging corporations immediately prior to the effective time of the merger.

(7) The By-Laws of MADISON as they shall exist on the effective date of this Plan and Agreement of Merger shall be and remain as the By-Laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(8) The directors and officers of MADISON shall continue in office until the next annual meeting stockholders and until their successors shall have been elected and qualified.

ARTICLE IV: SERVICE OF PROCESS; RIGHTS OF DISSENTING SHAREHOLDERS

MADISON SYSTEMS, INC. hereby agrees that it may be served with process in the State of Utah for enforcement of any obligation of UCAN CORPORATION and in any proceeding for the enforcement of the rights of a dissenting shareholder of UCAN. MADISON hereby agrees to pay to a legal dissenting shareholder of UCAN the amount, if any, to which the shareholder(s) shall be entitled under the provisions of the Utah Business Corporation Act with respect to the rights of dissenting, shareholders. The sole shareholder of MADISON has agreed to this Agreement in a separate written document.

ARTICLE V: TERMINATION


If, at any time prior to the effective date hereof, events or circumstances occur which in the opinion of a majority of the board of directors of either constituent corporation renders it inadvisable to consummate the merger, this Agreement of Merger shall not become effective even though previously adopted by the shareholders of the corporation as herein before provided. The filing of the merger shall conclusively establish that no action to terminate this plan has been taken by the board of directors of either corporation.

ARTICLE VI: AMENDMENT

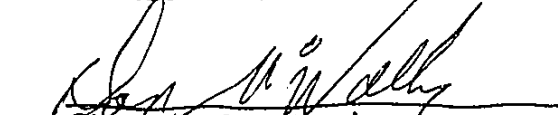
The boards of directors of the constituent corporations may amend this Agreement of filing of the Agreement (or a certificate in lieu thereof) with the states of Utah and Florida provided that an amendment made subsequent to the adoption of the Agreement of Merger by the stockholders of any constituent corporation shall not (1) alter or change the amount of any kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, except to correct manifest error as may be permitted by law; (2) alter or change any term of the Certificate of Incorporation of the surviving Corporation to be effected by the merger; or (3) alter or change any of the other terms and conditions of the Agreement of Merger if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, MADISON SYSTEMS, INC., a Florida corporation, has caused this Plan and Agreement of Merger to be signed by its President and its Secretary and UCAN CORPORATION has caused this Plan and Agreement of Merger to be signed by its President and Secretary, the board of directors of both corporations and a majority of the shareholders eligible to vote of both corporations, having approved this Plan and Agreement of Merger, this 15th day of Septmeber, 1997.

ATTEST:


Secretary
Cornelia Patterson

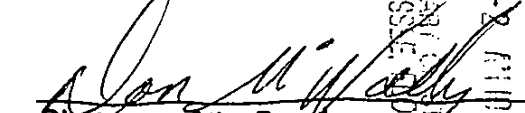
MADISON SYSTEMS, INC.


Chairman of the Board
Chief Executive Officer
Don McNally

ATTEST:


Secretary
Cornelia Patterson

UCAN CORPORATION


Chairman of the Board
Chief Executive Officer
Don McNally

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED