

P97000078081

ARTICLES OF MERGER
Merger Sheet

MERGING:

MULTISOURCE TECHNOLOGY CORPORATION, a Massachusetts corporation
not qualified in the State of Florida

INTO

MULTISOURCE TECHNOLOGY CORPORATION, a Florida corporation,
P97000078081

File date: October 1, 1997

Corporate Specialist: Darlene Connell

OCT-01 '97 08:49

TO-18509-0000

FLORIDA DIVISION OF CORPORATIONS

T-83-0007-17

9/30/97

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(850) 922-4000

FAX #:

FROM: HODGSON, RUSS, ANDREWS, ET AL
072720000242

ACCT#:

CONTACT: ~~DONNA DEMPSEY~~ *Rinda Kinloch*

PHONE: (561) 394-0500
(561) 394-3862

FAX #:

NAME: MULTISOURCE TECHNOLOGY CORPORATION

AUDIT NUMBER.....H97000016276

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 5

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Of Counsel

MEMBER IN NEW YORK

Paul R. Conness
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Stephen M. Newman

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October 1, 1997

VIA TELECOPY/850-922-4000

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir:

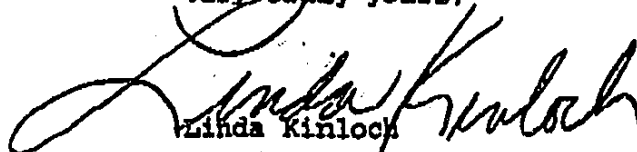
RE: MULTISOURCE TECHNOLOGY CORPORATION

Enclosed are the Articles of Merger and Plan of Merger
for Multisource Technology Corporation.

Please charge our account accordingly and forward a
certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,


Linda Kinloch

Attachment
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FILED
OCT - 1 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

MULTISOURCE TECHNOLOGY CORPORATION
(a Massachusetts Corporation)

And

MULTISOURCE TECHNOLOGY CORPORATION
(a Florida corporation)

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide the following:

1. Multisource Technology Corporation, a Massachusetts Corporation, shall be merged with and into Multisource Technology Corporation, a Florida Corporation, which shall be the surviving corporation.
2. The merger shall become effective on the date these Articles of Merger are filed by the Secretary of State of Florida.
3. The Agreement and Plan of Merger, pursuant to which Multisource Technology Corporation shall be merged with and into Multisource Technology Corporation, was unanimously adopted by the Shareholders of Multisource Technology Corporation by resolutions adopted on September 29, 1997 and by the Shareholders of Multisource Technology Corporation by resolutions adopted September 29, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Multisource Technology Corporation, a Massachusetts Corporation and Multisource Technology Corporation, a Florida Corporation by their authorized officers as of September 29, 1997.

Multisource Technology Corporation,
a Massachusetts Corporation

By: Alexander Estrov
Alexander Estrov, President

Multisource Technology Corporation,
a Florida Corporation

By: Alexander Estrov
Alexander Estrov, President

James M Hankins, Esq.
Hodgson, Russ, Andrews, et al
2000 Glades Rd., Suite 400
Boca Raton, FL 33431
FLB 147150 (561) 394-0500
H97000016276

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ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th day of September, 1997, by Alexander Estrov as President of Multisource Technology Corporation, a Massachusetts Corporation, on behalf of the Corporation. He is personally known to me.

Notary Public:

Signature *Linda Kinloch*
Print LINDA KINLOCH

State of _____ at Large (Seal)
My Commission Expires:



ACKNOWLEDGMENT

STATE OF FLORIDA

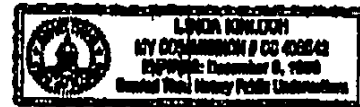
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th day of September, 1997, by Alexander Estrov as President of Multisource Technology Corporation, a Florida Corporation, on behalf of the Corporation. He is personally known to me.

Notary Public:

Signature *Linda Kinloch*
Print LINDA KINLOCH

State of _____ at Large (Seal)
My Commission Expires:



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28367.0002

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PLAN OF MERGER
OF
MULTISOURCE TECHNOLOGY CORPORATION
a Massachusetts Corporation
INTO
MULTISOURCE TECHNOLOGY CORPORATION
a Florida Corporation

The following Plan of Merger has been adopted by the Board of Directors and Sole Shareholder of Multisource Technology Corporation, a Massachusetts Corporation and Multisource Technology Corporation, a Florida Corporation, pursuant to Section 607.1101 of the Florida Business Corporation Act:

1. The names of the Corporations planning to merge are Multisource Technology Corporation and Multisource Technology Corporation. The name of the surviving Corporation is Multisource Technology Corporation.

2. The terms and conditions of the proposed merger are as follows:
 - (a) The merger shall be effective on the date the Articles of Merger of the constituent Corporations are filed by the Secretary of State of Florida.

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(b) Alexander Estrov is the sole shareholder of both Multisource Technology Corporation, a Massachusetts Corporation and Multisource Technology Corporation, a Florida Corporation.

(c) Upon the merger becoming effective, each share of Multisource Technology Corporation, a Massachusetts Corporation shall be cancelled.

(d) The effect of the merger shall be the effect prescribed in Section 607.1106 of the Florida Business Corporation Act.

(e) The By-laws of Multisource Technology Corporation, a Florida Corporation, the surviving corporation, as they shall exist on the effective date of the merger, shall continue in full force and effect and until the same shall be altered, amended or repealed as therein provided.

(f) From and after the effective date of the merger, the Board of Directors of Multisource Technology Corporation, a Florida Corporation, the surviving corporation, shall continue in office until their successors are elected and qualified or until their earlier death, resignation or removal. If at or after the effective date of the merger, a vacancy shall exist in the Board of Directors

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of the surviving corporation, such vacancy may thereafter be filled in the manner provided by law and the By-laws of the surviving corporation.

(g) From and after the effective date of the merger, the officers of Multisource Technology Corporation, a Florida Corporation, the surviving corporation, shall continue in office in the same capacity or capacities, until their successors are elected and qualified or until their earlier death, resignation or removal.

Dated: October 1, 1997 A.E.

BOCA:79547_3

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