

P47000098896

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 7 / 11

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Corporation(s) Name

Merger
Parent/ Acquisition Company
merging with: Precision Technologies, Inc.

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Withdrawal | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> UBR | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Ch. RA |
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***Special Instructions**

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| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> EUS |
| <input type="checkbox"/> arts/ameds/mergers () Other-See Above | | |
| <input checked="" type="checkbox"/> Walk in | <input checked="" type="checkbox"/> Pick-up | <input checked="" type="checkbox"/> Will Wait |

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

ADR

7/12/00

FILED
00 JUL 11 PM 2:58
TALLAHASSEE, FLORIDA
RECEIVED
00 JUL 11 P
58
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

POWERTV ACQUISITION COMPANY, a Florida corporation P00000027211

INTO

PRASARA TECHNOLOGIES, INC., a Florida entity, P97000098896.

File date: July 11, 2000

Corporate Specialist: Annette Ramsey

FILED
00 JUL 11 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger
of
PowerTV Acquisition Company
(a Florida corporation)
with and into
Prasara Technologies, Inc.
(a Florida corporation)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations submit the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Section 607.1101 of the FBCA (the "Merger").

Article I

A copy of the Plan of Merger ("Plan of Merger") that provides for the merger of PowerTV Acquisition Company ("Newco") with and into Prasara Technologies, Inc. ("Prasara"), with Prasara as the surviving corporation, is attached hereto as Exhibit A and incorporated by reference herein.

Article II

The Plan of Merger was adopted pursuant to Section 607.0821 of the FBCA, by the Board of Directors of Newco, by written consent dated April 7, 2000 in lieu of a meeting, and by the Board of Directors of Prasara by written consents dated April 10, 2000 and June 27, 2000 in lieu of meetings. The Plan of Merger was adopted pursuant to Section 607.0704 of the FBCA, by the shareholders of Newco, by written consent dated April 7, 2000 in lieu of a meeting, and by the holders of a majority of the outstanding shares of the common stock of Prasara and the holders of a majority of the outstanding shares of the Series A Convertible Preferred Stock of Prasara entitled to vote at a special meeting held on July 11, 2000. The number of votes cast by the respective shareholders was sufficient for approval.

Article III

The Merger shall be effective as of the date of filing of these Articles of Merger with the Secretary of State of Florida.


[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Newco and Prasara by their authorized officers as of July 11, 2000.

PRASARA TECHNOLOGIES, INC.,
A Florida corporation


By: _____
Name: Robert Montgomery
Title: President

POWERTV ACQUISITION COMPANY,
A Florida corporation

By:  _____
Name: Stephen Necessary
Title: President

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Newco and Prasara by their authorized officers as of July 11, 2000.

PRASARA TECHNOLOGIES, INC.,
A Florida corporation

By: 
Name: Robert Montgomery
Title: President

POWERTV ACQUISITION COMPANY,
A Florida corporation

By: _____
Name: Stephen Necessary
Title: President

Exhibit A to Appendix A

Plan of Merger

THIS PLAN OF MERGER is made between PowerTV, Inc., a California corporation ("PowerTV"), Prasara Technologies, Inc., a Florida corporation ("Prasara"), and PowerTV Acquisition Company, a Florida corporation and a wholly-owned subsidiary of PowerTV ("Newco").

RECITALS

WHEREAS, the board of directors of each of PowerTV, Prasara and Newco deems it advisable and generally to the advantage and welfare of said corporations and their respective shareholders that Newco be merged with and into Prasara (the "Merger");

WHEREAS, PowerTV has authorized capital stock consisting of 80,000,000 shares of common stock, no par value ("PowerTV Common Stock"), of which 35,276,767 shares of PowerTV Common Stock are now issued and outstanding;

WHEREAS, Prasara has authorized capital stock consisting of 10,000,000 shares of common stock, \$0.001 par value per share ("Prasara Common Stock"), of which 73,865 shares of Prasara Common stock are now issued and outstanding, and 100,000 shares of Series A Convertible Preferred Stock, \$0.001 par value per share ("Prasara Preferred Stock"), of which 38,135 shares of Prasara Preferred Stock are now issued and outstanding; and

WHEREAS, Newco has authorized capital stock consisting of 1,000 shares of common stock, \$0.01 par value per share ("Newco Common Stock"), of which 1,000 shares of Newco Common Stock is now issued and outstanding.

NOW, THEREFORE, each of PowerTV, Prasara and Newco agree that Newco will be merged with and into Prasara and that the plans, terms and conditions of the Merger shall be as follows:

1. The Merger. On the Effective Date (as herein defined), Newco shall be merged with and into Prasara and the separate existence of Newco shall thereupon cease, and the name of Prasara, as the surviving corporation in the Merger (the "Surviving Corporation"), shall remain "Prasara Technologies, Inc."

2. Effective Date of the Merger. The Merger will become effective upon the filing of the Articles of Merger in such form as required by, and executed in accordance with, the Florida Business Corporation Act ("FBCA"). When used in this Plan of Merger, the term "Effective Date" shall mean the date and time at which such articles are so filed.

3. Articles of Incorporation; Bylaws; Directors and Officers. The Articles of Incorporation of Prasara as in effect immediately prior to the Effective Date shall be the

Articles of Incorporation of the Surviving Corporation after the Effective Date unless and until thereafter amended in accordance with the terms thereof and as provided by the FBCA. The Bylaws of Prasara as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation unless and until amended in accordance with the terms thereof or as provided by the FBCA. The Board of Directors of Prasara immediately prior to the Effective Date shall be the directors of the Surviving Corporation after the Effective Date, who shall serve until their respective successors are duly elected and qualified, and in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation and the FBCA. The officers of Prasara immediately prior to the Effective Date shall be the officers of the Surviving Corporation after the Effective Date, who shall serve until their respective successors are duly elected and qualified in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation and the FBCA.

4. Properties and Liabilities. As of the Effective Date, all the properties, rights, privileges, powers and franchises of Newco and Prasara will vest in the Surviving Corporation, and all debts, liabilities and duties of Newco and Prasara will become the debts, liabilities and duties of the Surviving Corporation.

5. Conversion of Shares. As of the Effective Date, by virtue of the Merger and without any action on the part of Prasara, Newco, the Surviving Corporation or any holder of the following securities:

(a) *Prasara Common Stock and Prasara Preferred Stock.* Except for shares of Prasara Common Stock and Prasara Preferred Stock (the "Shares") held in the treasury of Prasara or held by shareholders who exercise their right to dissent pursuant to Section 607.1302 of the FBCA, each of the Shares that is issued and outstanding on the Effective Date will be converted into solely the right to receive 21.054 shares of PowerTV Common Stock and \$23.41 (subject to adjustment for certain costs and expenses of Prasara incurred in connection with the Merger) in cash or other immediately available funds.

(b) *Prasara Treasury Shares.* Each Share held in the treasury of Prasara on the Effective Date will by virtue of the Merger be canceled and extinguished without any conversion thereof.

(c) *Dissenting Shares.* Notwithstanding anything else contained herein to the contrary, no holder of any Shares with respect to which such holder exercises the appraisal rights granted in Section 607.1302 of the FBCA shall be entitled to receive any shares of PowerTV Common Stock pursuant this Section 5, and the full and complete consideration such holder shall be entitled to receive in exchange for such Shares shall be determined in accordance with Section 607.1302 of FBCA; provided, however, that if any such holder shall fail to perfect or shall otherwise waive the right to demand payment under Section 607.1302 of the FBCA or a court of competent jurisdiction shall determine that such holder is not entitled to relief provided by such Section 607.1302, then the right of such holder of such dissenting shares to be paid the fair value of such holder's Shares

under such Section 607.1302 shall cease, and such Shares shall be treated as if they had been converted as of the Effective Date into the right to receive the shares of PowerTV Common Stock and cash as provided in Section 5(a) above without any interest thereon.

(d) *Newco Stock.* Each of the outstanding shares of Newco Common Stock shall be converted into one share of Prasara Common Stock.

(e) *Fractional Shares.* No fractional shares of PowerTV Common Stock will be issued in connection with the Merger, and each holder of Shares will receive cash in lieu of any fraction of a share of PowerTV Common Stock in an amount equal to such fraction multiplied by \$5.03.

(f) *Rounding.* All cash consideration received by the holders of the Shares in the Merger shall be rounded to the nearest penny.