

Document Number Only

P 97000103542

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
97 DEC 23 PM 2:34
TALLAHASSEE, FL 32301
SECRETARY OF STATE

EFFECTIVE DATE

12-31-97

TechPlan Corporation

600002389286--6

-01/05/98--01045--013

*****70.00 *****70.00

merging into:

TP Conversion, Inc.

() Profit
() NonProfit
() Limited Liability Co.

() Amendment

(X) Merger

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ONCE THE MERGER HAS BEEN FILED, PLEASE OBTAIN THE
FOLLOWING DOCUMENTS:

ONE CERTIFICATE RE: MERGER

ONE CERTIFIED COPY OF THE ARTICLES OF MERGER

THREE GOOD STANDING CERTIFICATES UNDER NEW NAME

ONE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION

& ALL AMENDMENTS ON FILE

re Filing

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12-19-97

CORAPM ETR

75.50
8.75
52.50
26.25
02.50

240.00
Thanks,
Jeff

P97000103542

ARTICLES OF MERGER
Merger Sheet

MERGING:

TECHPLAN CORPORATION, a New Jersey corporation qualified in Florida,
document number P16141

INTO

TP CONVERSION, INC. which changed its name to

TECHPLAN CORPORATION, a Florida corporation, P97000103542

File date: December 23, 1997, effective December 31, 1997

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: TP CONVERSION, INC.
Ref. Number: P97000103542

We have received your document for TP CONVERSION, INC. and check(s) totaling \$210.00. However, your check(s) and document are being returned for the following:

ON PAGE 2, SECTION 1.3 IT IS STATED THAT THE DIRECTORS AND OFFICERS OF THE DISAPPEARING CORPORATION SHALL BECOME THE DIRECTORS AND OFFICERS OF THE SURVIVOR. WITH THIS STATEMENT AN EXHIBIT MUST BE ATTACHED LISTING THESE NAMES, ADDRESSES AND TITLES. THE ALTERNATIVE WOULD BE TO DELETE THIS STATEMENT AND ALTER THIS INFORMATION ON THE NEXT ANNUAL REPORT.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 297A00059943

**ARTICLES OF MERGER
OF
TECHPLAN CORPORATION
(a New Jersey corporation)**

IN AND TO

**TP CONVERSION, INC.
(a Florida corporation)**

FILED
97 DEC 23 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

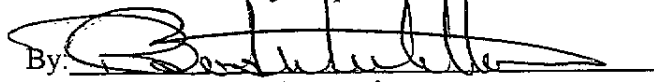
EFFECTIVE DATE
12-31-97

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

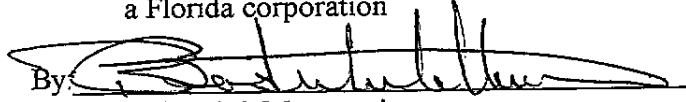
1. TECHPLAN Corporation, Inc., a New Jersey corporation ("Disappearing Corporation"), shall be merged with and into TP Conversion, Inc., a Florida Corporation ("Surviving Corporation"), which shall be the surviving corporation.
2. The merger shall become effective on the day that both these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of New Jersey (the "Effective Time"), but in no event prior to the close of business on December 31, 1997.
3. The Agreement and Plan of Merger dated December 21, 1997, pursuant to which the Disappearing Corporation shall be merged with and into the Surviving Corporation (the "Merger"), was adopted by all of the shareholders of the Disappearing Corporation by written consent dated December 16, 1997, and by all of the shareholders of the Surviving Corporation, by written consent dated December 16, 1997. A copy of such Agreement and Plan of Merger is attached hereto as Exhibit "A".
4. The Surviving Corporation shall change its name to TECHPLAN Corporation.
5. No changes in the Articles of Incorporation of the Surviving Corporation have been made since its date of incorporation.
6. There are no dissenting shareholders.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 16, 1997.

**TECHPLAN CORPORATION
a New Jersey corporation**

By: 
Name: Robert M. Matteucci
Title: President

TP CONVERSION, INC.
a Florida corporation

By: 

Name: Robert M. Matteucci

Title: President

AGREEMENT AND PLAN OF MERGER

This is a Plan and Agreement of Merger (the "Agreement") dated December 31, 1997 between TECHPLAN CORPORATION, a New Jersey corporation (the "Disappearing Corporation"), and TP CONVERSION, INC., a Florida corporation (the "Surviving Corporation"), said corporations being herein sometimes referred to as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Constituent Corporations desire that the Disappearing Corporation merge into the Surviving Corporation pursuant to this Agreement and in accordance with the applicable statutes of the State of New Jersey and the State of Florida; and

WHEREAS, the Articles of Incorporation of the Disappearing Corporation were filed with the New Jersey Secretary of State on June 17, 1969; and

WHEREAS, the Disappearing Corporation has authorized capital stock of 1,000,000 shares of common stock, with par value of \$.001, of which 724,936 shares are now issued and outstanding as set forth in the attached Exhibit "A"; and

WHEREAS, the registered office of the Disappearing Corporation is 12000 Lincoln Drive, Suite 107, Marlton, New Jersey 08053; and

WHEREAS, the Articles of Incorporation of the Surviving Corporation were filed with the Florida Secretary of State on December 9, 1997; and

WHEREAS, the Surviving Corporation has 10,000,000 shares of authorized common stock, with par value of \$.001, which is made up of 1,000,000 of voting common stock and 9,000,000

shares of nonvoting common stock, of which 1 share is presently issued and outstanding in the name of Robert M. Matteucci; and

WHEREAS, the principal office of the Surviving Corporation is located at 308 Tequesta Drive, Suite 27, Tequesta, Florida 33469. The registered agent is CT Corporation System, with an address of 1200 South Pine Island Road, City of Plantation, Florida 33324.

NOW, THEREFORE, intending to be legally bound hereby, the parties agree as follows:

SECTION 1 - THE MERGER

1.1 **The Merger.** On the Effective Date as defined in Section 4, the Disappearing Corporation shall merge into the Surviving Corporation, which shall be the Surviving Corporation and whose name shall be **TECHPLAN CORPORATION** and the Disappearing Corporation shall cease to exist. It is intended that the transaction described herein qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

1.2 **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of the Surviving Corporation shall continue in full force and effect and shall not be changed by the Merger.

1.3 **Directors and Officers.** The directors and officers of the Disappearing Corporation shall become the directors and officers of the Surviving Corporation.

1.4 **Property and Liabilities.** Upon the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of whatsoever nature and description, as well as of a public or of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and debts due to

either of the Constituent Corporations on whatever account and all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; all property, rights, privileges, powers, franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in any of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. All rights of creditors and all liens upon the property of each of the Constituent Corporations shall be preserved, unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall be thenceforth attach to the Surviving Corporation, and may be enforced against it to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it. Any claim existing or action or proceeding, whether civil or administrative, pending by or against either of the Constituent Corporations may be prosecuted to judgement or decree as if such merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

1.5 Further Assurances. The Disappearing Corporation agrees that at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, it will execute and deliver, or cause to be executed and delivered in its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation, its successors or assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege, or franchise or to best or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all

the property, rights, privileges, powers, immunities, franchises and interests referred to in Subsection 1.4 and otherwise to carry out the intent and purposes hereof.

SECTION 2 - CONVERSION OF SHARES

2.1 Stock of the Disappearing Corporation. The outstanding shares of common stock of the Disappearing Corporation, as set forth in Exhibit "A", immediately prior to the Effective Date, being all of the outstanding shares of stock of the Disappearing Corporation, (sometimes referred to herein as "Converted New Jersey Stock"), shall upon such date, by virtue of the merger and without any action on the part of the shareholders of the Disappearing Corporation, be exchanged for and converted an equivalent number of shares of voting common stock of fully paid stock, with a par value of \$.001 of the Surviving Corporation having a value equal to the Converted New Jersey Stock. All shares of Converted New Jersey Stock shall be surrendered and canceled.

2.2 Stock of the Surviving Corporation. The outstanding shares of common stock of the Surviving Corporation, immediately prior to the Effective Date, being all of the outstanding shares of stock of the Surviving Corporation, (sometimes referred to herein as "Converted Florida Stock") shall be surrendered and canceled.

2.3 Exchange of Stock Certificates. As promptly as practicable after the Effective Date, the shareholders of the Disappearing Corporation, shall surrender their respective certificates representing Converted New Jersey Stock to an agent or agents designated by Surviving Corporation, and upon such surrender, the Surviving Corporation shall deliver to them a certificate representing an equivalent number of shares of common stock of the Surviving Corporation issued in their respective names. In a similarly prompt manner, the shareholder of the Surviving Corporation, shall surrender his certificate representing Converted Florida Stock all certificates to an agent or agents

designated by Surviving Corporation. All certificates transferred hereunder shall be endorsed in blank, or accompanied by stock powers executed in blank, and with all necessary transfer tax and other revenue stamps, acquired at the transferor's expense, affixed.

2.4 No Fractional Shares. No fractional shares of common stock of the Surviving Corporation shall be issued in the merger.

SECTION 3 - CONDITIONS FOR MERGER

3.1 Shareholder's Approval. This Agreement shall be submitted for approval or disapproval to the respective shareholders of each of the Constituent Corporations as provided by the applicable laws of the State of New Jersey and the State of Florida. There shall be required for the adoption of this Agreement by both the Disappearing Corporation and Surviving Corporation, the unanimous approval of the shareholders of each of the Constituent Corporations. If said Agreement shall be unanimously approved by the shareholders of each of the Constituent Corporations, then the fact shall be certified upon the Agreement by the president of each of the Constituent Corporations, under the seal thereof.

3.2 Directors' Consents and Approvals. In addition to the conditions provided for in Subsection 3.1 consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the Constituent Corporations to be necessary to effect such merger. Any such consent or approval of either of the Board of Directors must be unanimous.

SECTION 4 - EFFECTIVE DATE OF MERGER

The merger shall become effective as provided for in each Certificate of Merger filed with the offices of the New Jersey Secretary of State and Florida Secretary of State, respectively, which shall

be the close of business on December 31, 1997. The date and time when the merger becomes effective is sometimes herein referred to as the "Effective Date".

SECTION 5 - SERVICE OF PROCESS

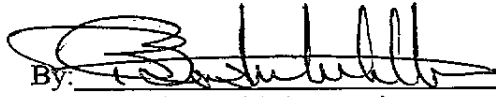
The Surviving Corporation hereby agrees that it may be served with process in the State of New Jersey in any proceeding for enforcement of any obligation of the Disappearing Corporation as well as for enforcement of any obligation resulting from the merger, and hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of New Jersey.

SECTION 6 - TERMINATION

This Agreement and the merger may be terminated and abandoned by resolutions of the Boards of Directors of the Disappearing Corporation and the Surviving Corporation prior to the merger becoming effective notwithstanding approval of the Agreement by the sole shareholder of the Constituent Corporations. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Section 6, this Agreement shall become null and void and of no further force and effect without any liability on the part of either of the Constituent Corporations or its sole shareholders or the directors or officers in respect thereof.

IN WITNESS WHEREOF, each party to this Agreement and Plan of Merger, pursuant to authority duly given by its respective Boards of Directors, has caused these presents to be executed on its behalf by its President and its corporate seal to be hereunto affixed and attested to by its Secretary as of the day and year first above written.

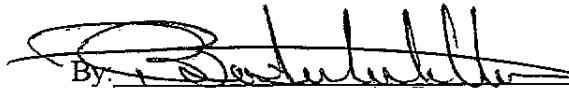
TECHPLAN CORPORATION
a New Jersey corporation

By: 

Name: Robert M. Matteucci

Title: President

TP CONVERSION, INC.
a Florida corporation

By: 

Name: Robert M. Matteucci

Title: President

CERTIFICATION OF SHAREHOLDER APPROVAL

I, **ROBERT M. MATTEUCCI**, being the duly elected and qualified as President of **TECHPLAN CORPORATION**, a New Jersey corporation, do hereby certify that this Agreement has been unanimously approved by all of the shareholders of said corporation on 15th day of December, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the New Jersey corporation as of the 15th day of December, 1997.



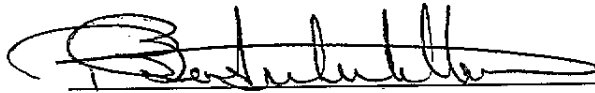
Robert M. Matteucci - President

[corporate seal]

CERTIFICATION OF SHAREHOLDER APPROVAL

I, **ROBERT M. MATTEUCCI**, being the duly elected and qualified as President of **TP CONVERSION, INC.**, a Florida corporation, do hereby certify that this Agreement has been unanimously approved by the sole shareholder of said corporation on 15th day of December, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Florida corporation as of the 15th day of December, 1997.

A handwritten signature in dark ink, appearing to read "Robert M. Matteucci", is written over a horizontal line.

Robert M. Matteucci - President

[corporate seal]

EXHIBIT TO AGREEMENT AND PLAN OF MERGER

Name of Directors and Officers of TECHPLAN Corporation

<u>Name</u>	<u>Position</u>	<u>Address</u>
1. Robert M. Matteucci	President/ Director	308 Tequesta Drive, Suite 27, Tequesta, Florida 33429
2. Diane E.K. Hill	Vice-President/Director	2120 Washington Boulevard, Suite 400, Arlington, VA 22204
3. Jerry D. Stump	Director	12000 Lincoln Drive West, Suite 107 Marlton, NJ 08053
4. Peter J. McWilliams	Treasurer	12000 Lincoln Drive West, Suite 107 Marlton, NJ 08053
5. Jeffrey S. Hughes	Controller	12000 Lincoln Drive West, Suite 107 Marlton, NJ 08053
6. Louise M. Inverso	Assistant Secretary	12000 Lincoln Drive West, Suite 107 Marlton, NJ 08053
7. Michelle M. Smith	Assistant Secretary	12000 Lincoln Drive West, Suite 107 Marlton, NJ 08053