

12/30/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:42 PM

(((H97000021338 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA ACCT#:
105543000740

CONTACT: MICHELLE B WINSTEAD

PHONE: (904)398-3555

FAX #: (904)398-5515

NAME: INTUITION SOLUTIONS, INC.

AUDIT NUMBER.....H97000021338

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....0 DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

To: Division of Corps. Representative

These have already been assigned to someone.

Please give to correct representative.

RECEIVED
97 DEC 30 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-1-98

Thank You!

Jellicity Smith

904/398-3555

12/31

merger

12/30/97 FLORIDA DIVISION OF CORPORATIONS 12:42 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000021338 3)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA ACCT#:
105543000740

CONTACT: MICHELLE B WINSTEAD

PHONE: (904)398-3555 FAX #: (904)398-5515

NAME: INTUITION SOLUTIONS, INC.

AUDIT NUMBER.....H97000021338

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....0 DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED
97 DEC 30 PM 1:12
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ISI NEWCO, INC., a Florida corporation, P97000108530

INTO

INTUITION SOLUTIONS, INC., a Florida corporation, P97000108526.

File date: December 31, 1997 , effective January 1, 1998

Corporate Specialist: Teresa Brown

EFFECTIVE DATE

1-1-98

ARTICLES OF MERGER
of
ISI Newco, Inc., a Florida corporation
into
InTuition Solutions, Inc., a Florida corporation

FILED
97 DEC 31 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, following Articles of Merger are adopted by InTuition Solutions, Inc., (InTuition"), a Florida corporation, and ISI Newco, Inc. ("ISI"), a Florida corporation.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between InTuition and ISI is attached hereto as Exhibit A and incorporated herein by reference.
2. Pursuant to the Plan of Merger, ISI shall be merged with and into InTuition and InTuition shall be the surviving corporation.
3. The Merger Agreement was duly adopted by the directors of InTuition on December 31, 1997 and by the directors of ISI on December 31, 1997.
4. The Merger Agreement was approved by the sole shareholder of ISI on December 31, 1997, and by the sole shareholder of InTuition on December 31, 1997.
5. With respect to both ISI and InTuition, the Plan of Merger was advised by their respective board of directors and approved by their respective shareholders in accordance with such corporation's articles of incorporation and applicable law.

Prepared by W. Hamilton Traylor, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
1301 Riverplace Boulevard
Suite 1301
Jacksonville, Florida 32207
(904) 398-3555
Fla. Bar No. 0334091

H97000021338

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this day 31st of December, 1998.

ISI NEWCO, INC.

By: Barry Henry
Its CFO/Secretary / Barry Henry

INTUITION SOLUTIONS, INC.

By: Barry Henry
Its CFO/Secretary / Barry Henry

H97000021338

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of the 31st day of December, 1997, by and between INTUITION SOLUTIONS, INC., a Florida corporation ("InTuition"), and ISI NEWCO, INC., a Florida corporation ("ISI").

WITNESSETH:

WHEREAS, InTuition is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, InTuition is authorized to issue one thousand (1,000) shares of voting common stock, \$0.01 par value ("InTuition Common Stock"), of which nine-hundred and eighty-five (985) shares of InTuition Common Stock are issued and outstanding; and

WHEREAS, ISI is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, ISI is authorized to issue fifteen (15) shares of voting common stock, \$0.01 par value (the "ISI Common Stock"), of which fifteen (15) shares of ISI Common Stock are issued and outstanding; and

WHEREAS, the respective Boards of Directors and Shareholders of InTuition and ISI deem it advisable and for the benefit of their respective corporations and shareholders that ISI be merged into InTuition, with InTuition as the surviving corporation (in its capacity as surviving corporation, InTuition is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and have approved this Agreement pursuant to written consents in lieu of a meeting dated December 31, 1997;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. **Merger.** The names of the corporations which propose to merge are InTuition Solutions, Inc. and ISI Newco, Inc. In accordance with the provisions of the Florida Act, at the Effective Date (as hereinafter defined), ISI shall be merged into InTuition and InTuition shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida.

2. **Continuation of Corporate Existence.** Except as may otherwise be set forth herein, the corporate existence and identity of InTuition, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of ISI with all its purposes, powers, franchises,

H97000021338

privileges, rights and immunities, at the Effective Date shall be merged with and into that of InTuition and the Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of ISI shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") on January 1, 1998.

4. Corporate Government.

a. The Articles of Incorporation of InTuition, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of InTuition, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

c. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for InTuition as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the ISI Common Stock into the InTuition Common Stock shall be as follows:

a. Each share of ISI's common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of InTuition.

b. The stock transfer books of ISI shall be closed as of the close of business on the Effective Date and no transfer of record of any of the ISI Common Stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

a. The Surviving Corporation shall have all of the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of ISI and all property, real, personal and mixed and all debts due on whatever account, including subscription to

H97000021338

shares and all other choses in action and every other interest of or belonging or due to ISI shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

c. At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of ISI and any claim existing or action or proceeding pending by or against ISI or InTuition may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of ISI or InTuition shall be impaired by the merger.

7. Name of Surviving Corporation The name of the Surviving Corporation from and after the Effective Date shall be InTuition Solutions, Inc.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

INTUITION SOLUTIONS, INC.

By: Barry Henry
Its CFO/Secretary / Barry Henry

ISI NEWCO, INC.

By: Barry Henry
Its CFO/Secretary / Barry Henry