

P98000039169

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February 3, 1999

By Federal Express

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Merger of Pace Technologies, Inc. into Pace Services, Inc.

Gentlemen:

Enclosed for filing are an original and one copy of the Articles of Merger of Pace Technologies, Inc., a Georgia corporation into Pace Services, Inc., a Florida corporation, together with our firm's check for \$70.00 in payment of the filing fee.

Please return a file-stamped copy to us after the Articles of Merger are filed. Enclosed is a return envelope for your use. Please call me if there are any questions regarding this filing.

Very truly yours,

Bill Curtis

C. William Curtis, III

CWC/mcs
Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morgan

VS FEB 10 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PACE TECHNOLOGIES, INC., a Georgia corporation not qualified in Florida

INTO

PACE SERVICES, INC., a Florida corporation, P98000039169.

File date: February 4, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
of
PACE TECHNOLOGIES, INC.
(a Georgia corporation)
with and into
PACE SERVICES, INC.
(a Florida corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Pace Technologies, Inc., a Georgia corporation ("PT"), and Pace Services, Inc., a Georgia corporation ("PT"), hereby submit these Articles of Merger:

1. A copy of the Plan of Merger (the "Plan"), with respect to the merger of PT with and into PS, is attached to these Articles of Merger as Exhibit "A" and is incorporated herein.

2. The effective date of the Merger shall be the day next following the date on which these Articles of Merger are filed with the Secretaries of the States of Georgia and Florida.

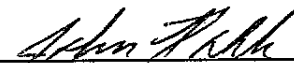
3. The Plan was approved by the shareholders of PT on April 22, 1998.

4. The Plan was approved by the sole shareholder of PS on April 22, 1998.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by their duly authorized officers as of the 29th day of January, 1999.

PACE TECHNOLOGIES, INC.

PACE SERVICES, INC.

By: 
Name: John Pahk
Title: President

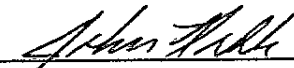
By: 
Name: John Pahk
Title: President

EXHIBIT A

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of merger and plan of reorganization dated April 22, 1998 by and between Pace Technologies, Inc., a Georgia corporation ("OldPace"), and Pace Services, Inc., a Florida corporation ("NewPace").

The parties recite and declare that:

1. The Boards of Directors of OldPace and NewPace have resolved that OldPace will be merged pursuant to the Florida Business Corporation Act and the Georgia Business Corporation Code into NewPace, a single corporation existing under the laws of the State of Florida, which will be the surviving corporation (the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of OldPace consists of 1,000 shares of common stock with no par value ("OldPace Common Stock"), of which 660 shares are issued and outstanding;

3. The authorized capital stock of NewPace consists of 1,000 shares of common stock with no par value ("NewPace Common Stock"), of which 1,000 shares are issued and outstanding; and

4. The respective Board of Directors of OldPace and NewPace have approved this Agreement and have approved the merger upon the terms and conditions set forth in this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements and provisions contained in this Agreement, the parties hereto agree in accordance with the Florida Business Corporation Act and the Georgia Business Corporation Code that OldPace will be, at the Effective Date (as hereinafter defined), merged (the "Merger") into NewPace, a single corporation existing under the laws of the State of Florida, which will be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

SECTION ONE

Stockholders' Meetings; Filings; Effects of Merger

1.1 OldPace Stockholders' Meeting. OldPace will call a meeting of its stockholders to be held in accordance with the Georgia Business Corporation Code at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by OldPace as Sole Stockholder of NewPace. On or before April 22, 1998, OldPace, as the sole stockholder of NewPace, will adopt this Agreement in accordance with the Florida Business Corporation Act.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of OldPace in accordance with the Georgia Business Corporation Code, (b) this Agreement has been adopted by OldPace as the sole stockholder of NewPace, in accordance with the Florida Business Corporation Act, and (c) this Agreement is not terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger will be filed and recorded in accordance with the Florida Business Corporation Act and Articles of Merger will be filed in accordance with the Georgia Business Corporation Code. Such filings will be made on the same day, and the Merger will become effective at 9:00 a.m. on the following calendar day (the "Effective Date").

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of OldPace will cease, and OldPace will be merged into NewPace, which, as the Surviving Corporation, will possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all of the restrictions, disabilities, and duties of OldPace; and each and all of the rights, privileges, powers, and franchises of OldPace, and all property, real, personal, and mixed, and all debts due to OldPace on whatever account, as well as stock subscriptions and all other things in action or belonging to OldPace, will be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and each and every other interest will be thereafter as effectively the property of the Surviving Corporation as they were of OldPace, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Georgia or any other jurisdiction, in OldPace, will not revert or be in any way impaired; but all rights of creditors and all liens upon any property of OldPace will be preserved unimpaired, and all debts, liabilities and duties of OldPace will attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of OldPace or the corresponding officers of the Surviving Corporation, may, in the name of OldPace, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all OldPace's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

SECTION TWO

Name of Surviving Corporation; Articles of Incorporation; Bylaws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date will be Pace Services, Inc.

2.2 Articles of Incorporation. The Articles of Incorporation of NewPace as in effect on the date hereof will from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of NewPace, as in effect immediately before the Effective Date, will from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

SECTION THREE

Status and Conversion of Securities

The manner and basis of converting the outstanding shares of OldPace Common Stock into the shares of NewPace Common Stock will be as follows:

3.1 OldPace Common Stock. Each one share of OldPace Common Stock which will be issued and outstanding immediately before the Effective Date will, by virtue of the Merger and without any action on the part of its holder, be converted at the Effective Date into one fully paid share of NewPace Common Stock, and outstanding certificates representing shares of OldPace Common Stock will thereafter represent shares of NewPace Common Stock. After the Merger becomes effective, the holders of such certificates may, but are not required to, exchange them for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 NewPace Common Stock Held by OldPace. All issued and outstanding shares of NewPace Common Stock held by OldPace immediately before the Effective Date will, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares will be canceled.

SECTION FOUR

Miscellaneous

4.1 Termination or Abandonment. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after the approval of this Agreement of Merger by the shareholders of OldPace, if the Board of Directors of OldPace or of the Surviving Corporation adopt a resolution abandoning this Agreement of Merger.

4.2 Execution of Counterparts of this Agreement. For the convenience of the parties and to facilitate the filing of this Agreement of Merger, any number of counterparts of this Agreement may be executed, and each such counterpart will be deemed to be an original instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.

ATTEST:

PACE TECHNOLOGIES, INC.

By: 

James von Arx, Secretary

(SEAL)

By: 

John Pahk, President

ATTEST:

PACE SERVICES, INC.

By: 

James von Arx, Secretary

(SEAL)

By: 

John Pahk, President