

Division of Corporations

Page 1 of 2

P98000045804

Florida Department of State
Division of Corporations
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02 MAR 27 PM 3:29
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

INTERNET COMMERCE, INC.

I WOULD ALSO LIKE TO HAVE A CERTIFICATE OF STATUS WHICH I NEGLECTED TO MARK WHEN FILING THIS ON LINE

Certificate of Status	0
Certified Copy	1
Page Count	01
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Handwritten signature and date: 3/27/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROCON SYSTEMS APS, a Denmark corporation, not qualified in Florida ""

INTO

INTERNET COMMERCE, INC. which changed its name to

PROCON SYSTEMS, INC., a Florida entity, P98000045804

File date: March 27, 2002

Corporate Specialist: Karen Gibson

FAX AUDIT NO. H02000066361 5

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
PROCON SYSTEMS ApS, a Danish Corporation
into
INTERNET COMMERCE, INC., a Florida Corporation

Under Section 607.1107 of the Florida Business Corporation Act

PROCON SYSTEMS APS and INTERNET COMMERCE, INC. hereby adopt the following Articles of Merger:

1. The name and state of incorporation of each of the constituent corporations is:

Internet Commerce, Inc.	Florida
PROCON SYSTEMS ApS	Denmark

2. The plan of merger, as provided in a Merger Agreement dated March 18, 2002, as amended (the "Plan of Merger"), provides for the exchange of all of the issued shares of common stock of PROCON SYSTEMS ApS solely for shares of common stock of Internet Commerce, Inc., as provided in the Merger Agreement.

3. The Merger shall be come effective as of the filing of these Articles of Merger with the Florida Department of State.

4. The Plan of Merger was adopted by the shareholders of PROCON SYSTEMS ApS, in the manner prescribed by the laws of the Kingdom of Denmark, on March 19 2002, and by the shareholders of Internet Commerce, Inc., in the manner prescribed by the Florida Business Corporation Act, on March 20, 2002.

5. Internet Commerce, Inc. is the surviving corporation and it is to be governed by the laws of the State of Florida.

6. Article 1 of the Articles of Incorporation of Internet Commerce, Inc., as the surviving corporation, shall be amended to read as follows:

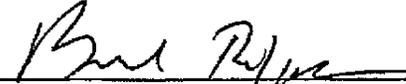
"The name of the corporation is PROCON SYSTEMS, INC."

IN WITNESS WHEREOF, the undersigned, authorized officers of the constituent corporations have duly executed these Articles of Merger on March 22, 2002.

PROCON SYSTEMS APS

INTERNET COMMERCE, INC.

By: 
René A. Møller, Chief Executive Officer

By: 
Bradford L. Tolley, President

SIGNATURE BY ELECTRONIC MEANS IS ACCEPTABLE