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(Requestor's Name)

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PICK-UP WAIT MAIL

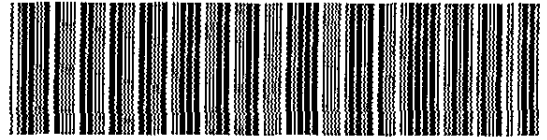
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2003 SEP 29 PM 12:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN SEP 29 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 259228 4338458
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 60.00

ORDER DATE : September 26, 2003
ORDER TIME : 9:07 AM
ORDER NO. : 259228-015
CUSTOMER NO: 4338458

CUSTOMER: Ms. Terri Denoncourt
Ocwen Financial Corporation
The Forum
1675 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

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JULIA J. SCORPORA, CLERK
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

BLUEGRASS DISTRIBUTION, LLC

INTO

SYNERGY SOFTWARE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

Bluegrass Distribution, LLC

AND

Synergy Software, Inc.

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TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging **Bluegrass Distribution, LLC** into **Synergy Software, Inc.**, as approved by the Board of Directors of the parent corporation on June 29, 2003.

2. The merger of **Bluegrass Distribution, LLC** with and into **Synergy Software, Inc.** is permitted by the laws of the jurisdiction of organization of **Bluegrass Distribution, LLC** and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of **Bluegrass Distribution, LLC** was June 29, 2003.

3. As to **Synergy Software, Inc.**, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on June 29, 2003.

4. Shareholder approval was not required for the merger.

5. The effective time and date of the merger herein provided for the State of Florida shall be upon filing.

Executed on JUNE 29, 2003

Bluegrass Distribution, LLC

By: _____

Name: WILLIAM C. ERBEY

Title: CHAIRMAN

Synergy Software, Inc.

By: _____

Name: WILLIAM C. ERBEY

Title: CHAIRMAN

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of June 29, 2003, by and among SYNERGY SOFTWARE, INC., a Florida Corporation (the "Parent") and BLUEGRASS DISTRIBUTION, LLC, a Nevada Limited Liability Company and a wholly owned subsidiary of the Parent (the "Subsidiary").

WHEREAS the Subsidiary intends to merge into the Parent and Parent desires to merge with the Subsidiary and remain as the surviving entity; and

NOW, THEREFORE, in consideration of the premises and the representations, warranties, covenants and agreements contained herein, the parties hereto, intending to be legally bound hereby, agree as follows:

ARTICLE I THE MERGER

Section 1.1. THE MERGER. In accordance with the provisions of this Agreement and the Florida Statutes (the "State Laws"), at the Effective Time (as defined in Section 1.4 hereof), Subsidiary shall be merged with and into the Parent (the "Merger") and the separate corporate existence of Subsidiary shall cease. The Parent shall be the Surviving Entity in the Merger (hereinafter sometimes referred to as the "Surviving Entity") and shall continue its existence under the laws of the State of Florida. The name of the Surviving Entity shall be that of the Parent. The Merger shall have the effects set forth in the State Laws.

Section 1.2. FORMATION AND GOVERNING DOCUMENTS. The Certificate of Incorporation and the By-laws of the Parent immediately prior to the Effective Time shall be the Certificate of Incorporation and By-laws of the Surviving Entity (the "Documents") immediately after the Effective Time.

Section 1.3. MANAGEMENT. The management of the Parent immediately prior to the Effective Time shall be the management of the Surviving Entity as of the Effective Time.

Section 1.4. EFFECTIVE TIME; CONDITIONS. Within 90 days of the date of this Agreement, Parent and Subsidiary will cause a certificate of merger or such equivalent document complying with the State Laws to be filed with the appropriate authority in accordance with the State Laws. The Merger shall become effective at the time and date of the filing of the certificate of merger or such equivalent document relating to the Merger with the appropriate authority (the "Effective Time").

ARTICLE II CONVERSION OF SHARES

Each membership interest of Subsidiary (the "Subsidiary Interest") outstanding immediately prior to the Effective Time shall not, by virtue of the Merger and without any further action by

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TALLAHASSEE, FLORIDA

the holder thereof, be converted in any manner, but each said interest which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

**ARTICLE III
MISCELLANEOUS**

Section 3.1 AMENDMENT. This Agreement and Plan of Merger shall not be amended other than pursuant to an amendment approved by the written consent of both parties hereto.

Section 3.2. GOVERNING LAW. This Agreement and Plan of Merger shall be governed by the laws of the State of Florida.

Section 3.3 COUNTERPARTS. This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

Section 3.4 HEADINGS. Headings are for reference purposes only and are not intended to modify any provision herein.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

SYNERGY SOFTWARE, INC.

By: _____
Name: WILLIAM C. ERBEY
Title: CHAIRMAN

BLUEGRASS DISTRIBUTION, LLC

By: _____
Name: WILLIAM C. ERBEY
Title: CHAIRMAN

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**BLUEGRASS DISTRIBUTION, LLC
WRITTEN CONSENT OF THE SOLE MEMBER
IN LIEU OF A MEETING OF MANAGERS**

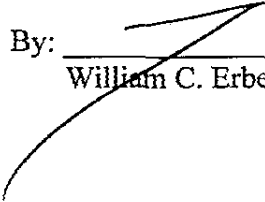
The undersigned, being the sole Member of Bluegrass Distribution, LLC (the "Company"), a Nevada limited liability company, acting pursuant to the authority conferred upon him by the Bylaws of the Company and by law, does hereby consent to the adoption of the resolutions below, taking and authorizing the actions specified therein:

WHEREAS, the Sole Member deems it to be in the best interest of the Company to merge into SYNERGY SOFTWARE, INC., a Florida corporation and pursuant to a certain Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A (the "Plan of Merger");

RESOLVED, that the Plan of Merger substantially in the form furnished to the Sole Member of the Company, providing for the merger of the Company into Synergy Software, Inc., be and hereby is approved, and that the Plan of Merger shall be submitted for consideration by the shareholder of the Company, together with the recommendation of the Sole Member that the Plan of Merger be so approved;

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the 29th day of June, 2003, and directs that this Written Consent be filed with the Minutes of the Company.

Synergy Software, Inc., the Sole Member of
Bluegrass Distribution, LLC

By: 
William C. Erbey, Chairman

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TALLAHASSEE, FLORIDA

**SYNERGY SOFTWARE, INC.
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors of Synergy Software, Inc., a Florida Corporation (the "Company"), acting pursuant to the authority conferred upon them by the Bylaws of the Company and by law, do hereby consent to the adoption of the resolutions below, taking and authorizing the actions specified therein:

WHEREAS, the Board of Directors deems it to be in the best interest of the Company to merge with BLUEGRASS DISTRIBUTION, LLC, with the Company being the surviving entity, and pursuant to a certain Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A (the "Plan of Merger");

RESOLVED, that the Agreement and Plan of Merger (the "Plan of Merger") substantially in the form furnished to the Board of Directors of the Company, providing for the merger of Bluegrass Distribution, LLC into the Company be and hereby is approved, and that the Plan of Merger shall be submitted for consideration by the shareholder of the Company, together with the recommendation of the Board of Directors that the Plan of Merger be so approved;

IN WITNESS WHEREOF, the parties hereto have executed this Unanimous Written Consent effective as of this 29th day of June 2003, and direct that this Unanimous Written Consent be filed with the Minutes of the Company.

William C. Erbey

John R. Erbey

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