

P990000000619

CT CORPORATION SYSTEM

FILED

01 JUN 11 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Cyberight Corporation Merged Into: Cyberight Acquisition Corporation

0

500004396835--8

06/11/01 01021--028

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

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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

6/11/01

Order#: 4455772

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

400789, 01052, 00524, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 11, 2001

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: CYBERIGHT CORPORATION
Ref. Number: P99000000619



We have received your document for CYBERIGHT CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates.

Please state if William R. Wohlsifer is signing on behalf of Cyberight Acquisition Corporation. The merger must have an officers signature from the parent corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

ATK Annette Ramsey
Corporate Specialist

Letter Number: 901A00035799

please Back Date
THANKS

RECEIVED
01 JUN 22 AM 11:43
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

CYBERIGHT CORPORATION, a Florida corporation, P99000000619

INTO

CYBERIGHT ACQUISITION CORPORATION, a Delaware entity not qualified in
Florida.

File date: June 11, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
of
CYBERIGHT CORPORATION
(a Florida corporation)
into
CYBERIGHT ACQUISITION CORPORATION
(a Delaware corporation)

FILED
01 JUN 11 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

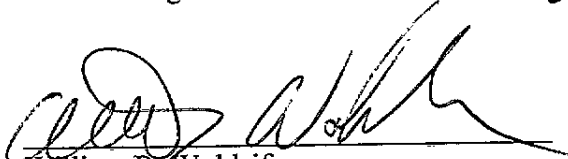
Cyberight Corporation, a Florida corporation, does hereby certify pursuant to Section 607.1105 of the Florida Business Corporation Act to the following:

1. Cyberight Corporation (the "Parent") is a business corporation of the State of Florida.
2. Parent is the owner of all of the outstanding shares of stock of Cyberight Acquisition Corporation (the "Subsidiary"), a business corporation of the state of Delaware.
3. On April 28, 2001, the Board of Directors of Parent approved a Plan of Merger, pursuant to which Parent will merge with and into Subsidiary and Subsidiary shall be the surviving entity of the merger.
4. On April 28, 2001, the stockholders of Parent approved the Plan of Merger.
5. The Plan of Merger was approved by the Board of Directors and stockholder of Subsidiary on April 28, 2001.
6. The Plan of Merger provides that:
 - Subsidiary shall be the surviving entity of the merger (the "Surviving Corporation") and that all of the estate, property, rights, privileges, powers and franchises of Parent shall be vested and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Parent in its name;
 - Surviving Corporation shall assume all of the obligations of Parent;
 - The Certificate of Incorporation of Subsidiary in effect as of the Effective Time (as hereinafter defined) shall be the Certificate of Incorporation of the Surviving Corporation until amended in accordance with applicable law; *provided, however*, that Article I of the Certificate of Incorporation of Subsidiary shall be amended in its entirety to read as follows:
 - "The name of the Corporation is Cyberight Corporation (the "Corporation");
 - The bylaws of Subsidiary in effect at the Effective Time shall be the bylaws of the Surviving Corporation until amended in accordance with applicable law; Upon surrender of shares of Parent by any stockholder, an equal number of shares of the Surviving Corporation shall be issued to such stockholder.

- The members of the Board of Directors of Parent at the Effective Time shall be the directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and bylaws of the Surviving Corporation until such director's successor is duly elected or appointed and qualified;
- The officers of Parent at the Effective Time shall be the officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and bylaws of the Surviving Corporation until such officer's successor is duly elected or appointed and qualified; and
- At the Effective Time, (i) each share of common stock, par value \$.01 per share of Subsidiary shall, by virtue of the Merger and without any further action on the part of Subsidiary or Parent, be cancelled and retired and cease to exist and no payment shall be made with respect thereto and (ii) each share of common stock of Parent shall be converted into one share of common stock, par value \$.01 of the Surviving Corporation.

7. The merger shall become effective at 12:00 noon on April 30, 2001 or upon such later time as a Certificate of Ownership and Merger has been filed with the Secretary of State of Delaware and Articles of Merger have been filed with the Florida Department of State (the "Effective Time").

IN WITNESS WHEREOF, these Articles of Merger have been executed on this 28th day of April 2001.


 William R. Wohlsifer
 Chief Executive Officer
 Cyberight Corporation

Attest:

