



V38669

FILED
01 JUL 10 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 213703 4812821

AUTHORIZATION

COST LIMIT : \$ 78.75

Patricia Pigato

ORDER DATE : July 9, 2001

ORDER TIME : 3:51 PM

ORDER NO. : 213703-005

CUSTOMER NO: 4812821

CUSTOMER: Cherie Harris, Legal Asst
Fulbright & Jaworski
666 Fifth Avenue
31st Floor
New York, NY 10103-3198

Merger

300004468063--2

ARTICLES OF MERGER

LAI COMPASS, INC.

INTO

SYSTEM ONE SOLUTIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DR
7/11/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 10 PM 4:35
NOT RETURNED
TO AGENCY FOR
SUFFICIENCY OF FILING

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAI COMPASS, INC., a Florida corporation P99000003941

INTO

SYSTEM ONE SOLUTIONS, INC., a Florida entity, V38669

File date: July 10, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER
OF
LAI COMPASS, INC.
AND
SYSTEM ONE SOLUTIONS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

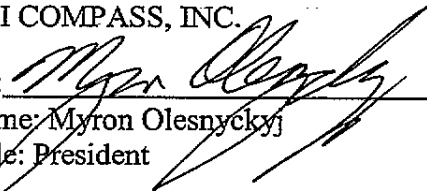
To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

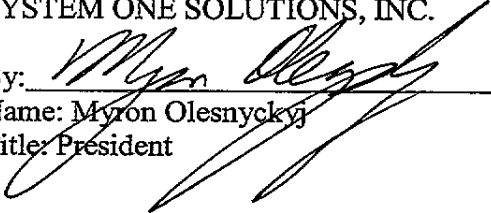
1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging LAI Compass, Inc. with and into System One Solutions, Inc. as approved and adopted by written consent of the shareholders of LAI Compass, Inc. entitled to vote thereon given on June 8th, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of System One Solutions, Inc. entitled to vote thereon given on June 8th, 2001, in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. System One Solutions, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

LAI COMPASS, INC.

By: 
Name: Myron Olesnycky
Title: President

SYSTEM ONE SOLUTIONS, INC.

By: 
Name: Myron Olesnycky
Title: President

AGREEMENT AND PLAN OF MERGER adopted for LAI Compass, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 8th, 2001, and adopted for System One Solutions, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 8th, 2001. The names of the corporations planning to merge are LAI Compass, Inc., a business corporation organized under the laws of the State of Florida, and System One Solutions, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which LAI Compass, Inc. plans to merge is System One Solutions, Inc.

1. LAI Compass, Inc. and System One Solutions, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, System One Solutions, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of LAI Compass, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the current members of the Board of Directors and the current officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each share of the non-surviving corporation issued and outstanding immediately prior to the effective time and date of the merger, by virtue of the merger and without any action on the part of the holder thereof, shall be converted into its pro-rata portion of one share of common stock of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

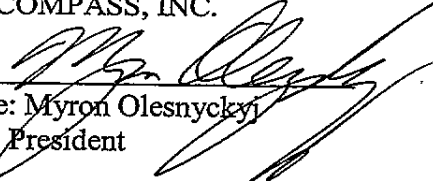
6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties have executed this Agreement on the 28th
day of June, 2001.

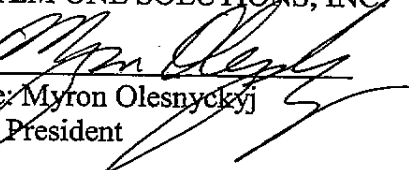
LAI COMPASS, INC.

By: 

Name: Myron Olesnycky

Title: President

SYSTEM ONE SOLUTIONS, INC.

By: 

Name: Myron Olesnycky

Title: President