



V38669

FILED
01 JUL 10 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 213703 4812821

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : July 9, 2001

ORDER TIME : 4:11 PM

ORDER NO. : 213703-050

CUSTOMER NO: 4812821

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

Merger

500004468065--5

ARTICLES OF MERGER

HAYDEN & ASSOCIATES, INC.

INTO

SYSTEM ONE SOLUTIONS, INC.

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 JUL 10 PM 4:35

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

ADR
7/12/01

X02250, 00721, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

HAYDEN & ASSOCIATES, INC., a Minnesota corporation not authorized to
transact business in Florida

,

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
HAYDEN & ASSOCIATES, INC.
AND
SYSTEM ONE SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

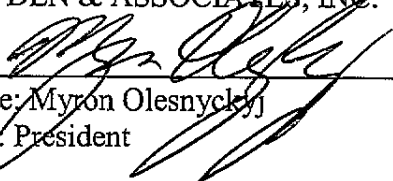
Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby adopt the following Articles of Merger.

9. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Hayden & Associates, Inc. ("Hayden") with and into System One Solutions, Inc. ("System One").

10. The Merger of Hayden with and into System One is permitted by the laws of the jurisdiction of organization of Hayden and is in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the shareholders of Hayden was June 28, 2001.

11. The Shareholders of System One entitled to vote thereon approved and adopted the aforesaid Agreement and Plan of Merger by written consent given on June 28, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation.

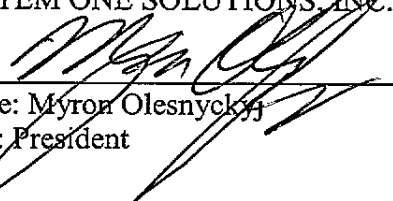
HAYDEN & ASSOCIATES, INC.

By: 

Name: Myron Olesnyckyj

Title: President

SYSTEM ONE SOLUTIONS, INC.

By: 

Name: Myron Olesnyckyj

Title: President

AGREEMENT AND PLAN OF MERGER adopted for Hayden & Associates, Inc., a business corporation organized under the laws of the State of Minnesota, by resolution of its Board of Directors on June 28th, 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 28th, 2001. The names of the corporations planning to merge are Hayden & Associates, Inc., a business corporation organized under the laws of the State of Minnesota, 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 Hayden & Associates, Inc. plans to merge is System One Solutions, Inc.

12. Hayden & Associates, Inc. and System One Solutions, Inc. shall, pursuant to the provisions of the laws of the State of Minnesota and 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 Hayden & Associates, 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 laws of the jurisdiction of its organization.

13. 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.

14. 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.

15. 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.

16. 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, be converted to 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.

17. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Agreement and Plan of Merger herein

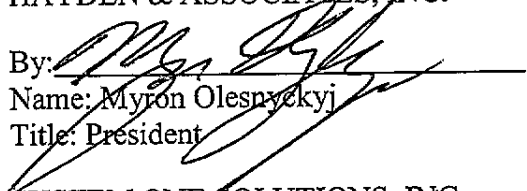
made and approved shall be submitted to the shareholders of the surviving for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

18. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Agreement and Plan of Merger shall have been approved 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 Minnesota and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

19. 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.

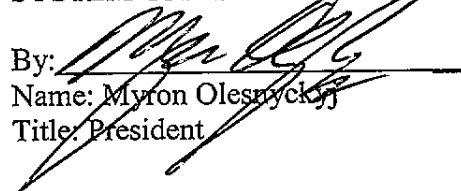
HAYDEN & ASSOCIATES, INC.

By: 

Name: Myron Olesnyckyj

Title: President

SYSTEM ONE SOLUTIONS, INC.

By: 

Name: Myron Olesnyckyj

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