



V38669

FILED
01 AUG 10 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 413859 4812821

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pajaro

ORDER DATE : August 10, 2001

ORDER TIME : 11:45 AM

ORDER NO. : 413859-005

CUSTOMER NO: 4812821

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

Merger

RECEIVED
01 AUG 10 PM 1:00
DIVISION OF CORPORATION

ARTICLES OF MERGER

MANAGEMENT SOLUTIONS, INC.

800004528948--7

INTO

SYSTEM ONE SOLUTIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson EXT. 1155

EXAMINER'S INITIALS:

DR

8/10/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

MANAGEMENT SOLUTIONS, INC., a California corporation not authorized to
transact business in Florida

INTO

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

File date: August 10, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
MANAGEMENT SOLUTIONS, INC.
AND
SYSTEM ONE SOLUTIONS, INC.

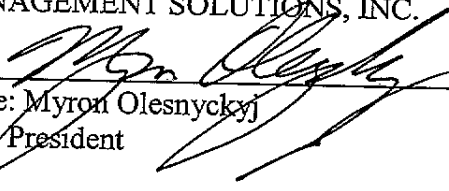
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

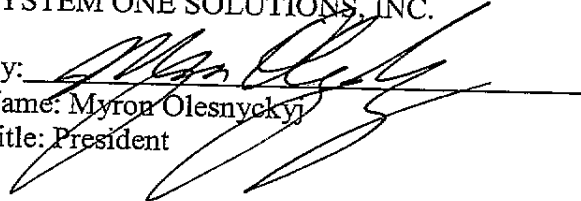
Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Management Solutions, Inc. ("Management Solutions") with and into System One Solutions, Inc. ("System One")
2. The Merger of Management Solutions with and into System One is permitted by the laws of the jurisdiction of organization of Management Solutions and is in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the shareholders of Management Solutions was June 8, 2001.
3. 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 8, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation.

MANAGEMENT SOLUTIONS, INC.

By: 
Name: Myron Olesnycky
Title: President

SYSTEM ONE SOLUTIONS, INC.

By: 
Name: Myron Olesnycky
Title: President

AGREEMENT AND PLAN OF MERGER adopted for Management Solutions, Inc., a business corporation organized under the laws of the State of California, 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 Management Solutions, Inc., a business corporation organized under the laws of the State of California, 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 Management Solutions, Inc. plans to merge is System One Solutions, Inc.

1. Management Solutions, Inc. and System One Solutions, Inc. shall, pursuant to the provisions of the laws of the State of California 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 Management Solutions, 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.

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 issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, 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 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

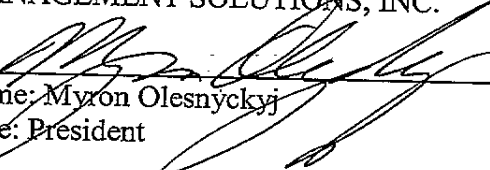
made and approved shall be submitted to the shareholders of the surviving for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. 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 California and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

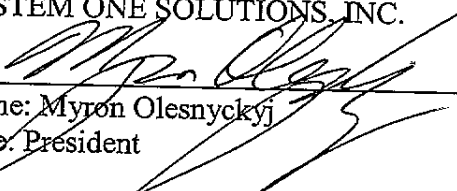
8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 ____
day of June, 2001.

MANAGEMENT SOLUTIONS, INC.

By: 
Name: Myron Olesnyckyj
Title: President

SYSTEM ONE SOLUTIONS, INC.

By: 
Name: Myron Olesnyckyj
Title: President