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MERGER OR SHARE EXCHANGE

Innovative Systems and Technologies Corporation

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No. 0323 P. 2/10
Florida Dept of State



April 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AC101, INC.
4 WEST RED OAK LANE
WHITE PLAINS, NY 10604

SUBJECT: AC101, INC.
REF: P06000046424

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Letter Number: 606A00023422

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**ARTICLES OF MERGER
OF
AC101, INC.
INTO
INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION**

Pursuant to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging AC101, INC., a Florida corporation, into INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION, a Florida corporation, with INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION to be the surviving entity.

1. Attached hereto as Exhibit A and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of AC101, INC. into INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION. INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION shall be the surviving corporation.


2. The effective date of this merger shall be April 6, 2006 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was adopted by the directors and shareholders of AC101, INC. by written action on April 6, 2006.

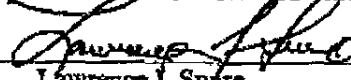
4. The Plan of Merger referred to in Paragraph 1 above was adopted by the directors and shareholders of INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION by written action on April 6, 2006.

IN WITNESS WHEREOF, AC101, INC. and INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION have caused these Articles of Merger to be signed in their corporate names effective as of the 6th day of April, 2006.

AC101, INC.

By: 
Lawrence J. Swire
President

INNOVATIVE SYSTEMS AND
TECHNOLOGIES CORPORATION

By: 
Lawrence J. Swire
Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 APR -7 PM 11:00

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EXHIBIT A

PLAN OF MERGER

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This Plan of Merger is entered into as of the 6th day of April, 2006, pursuant to Section 607.1101, Florida Statutes, by and between AC101, INC., a Florida corporation ("AC101"), and INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION, a Florida corporation ("Insyte"). AC101 and Insyte are referred to collectively herein as the "Parties."

BACKGROUND

The parent company of AC101 entered into a transaction on March 31, 2006 pursuant to which it purchased 97.181% of the outstanding capital stock of Insyte and the former holders of Insyte shares were paid \$1.5489 per share subject to an escrow holdback of \$0.2248 per share.

The Board of Directors of AC101 and Insyte believe that a merger of AC101 and Insyte would be advantageous and beneficial to the respective shareholders of AC101 and Insyte.

Now, therefore, in consideration of the premises and mutual promises herein made, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows.

ARTICLE I
MERGER PROVISIONS

1.1 Definitions.

(a) "Act" means the Florida Business Corporation Act, Chapter 607, Florida Statutes.

(b) "Insyte Share" means any share of the common stock, \$0.0001 par value per share of Insyte.

(c) "Majority Shareholder" means any holder of Insyte Shares other than a Minority Shareholder.

(d) "Minority Share" means any Insyte Share held by a Minority Shareholder.

(e) "Minority Shareholder" means Jay Wolfington, Hala Tabl, Debbie Vierheller, Glen Vierheller or Lino Del Pup.

1.2 Basic transaction.

(a) Merger. On and subject to the terms and conditions of this Plan of Merger, AC101 will merge with and into Insyte (the "Merger") at the Effective Time. Insyte shall be the corporation surviving the Merger (the "Surviving Corporation").

(b) Closing. The closing of the transactions contemplated by this Plan of Merger (the "Closing") shall take place at the offices of Rogers Towers, P.A., in Jacksonville, Florida, commencing at 1:00 p.m. local time on April 6, 2006 or such other

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date as the Parties may mutually determine (the "Closing Date"); provided, however, that the Closing Date shall be no earlier than April 6, 2006.

(c) Actions at Closing. At the Closing, (i) Insyte and AC101 will file with the Florida Secretary of State Articles of Merger in the form attached hereto as Exhibit A (the "Articles of Merger"), and (ii) the Surviving Corporation shall make payment in the manner provided below in this Section 1.2.

(d) Effect of Merger.

(i) General. The Merger shall become effective at the time (the "Effective Time") Insyte and AC101 file the Articles of Merger with the Florida Secretary of State. The Merger shall have the effect set forth in Section 607.1106 of the Act. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either Insyte or AC101 in order to carry out and effectuate the transactions contemplated by this Plan of Merger.

(ii) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

(iii) Bylaws. The bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall continue without change and be the bylaws of the Surviving Corporation.

(iv) Directors and Officers. The directors and officers of the Surviving Corporation shall continue as the directors and officers of the Surviving Corporation at and as of the Effective Time (retaining their respective positions and terms of office).

(v) Effect on Minority Shareholders. At and as of the Effective Time, (A) each Minority Share shall be cancelled and (B) each Minority Shareholder shall receive an amount (the "Merger Consideration") equal to \$1.5489 per Minority Share held by such Minority Shareholder immediately prior to the Effective Time. No Minority Share shall be deemed to be outstanding or to have any rights as of the Effective Time.

(vi) Effect on Majority Shareholders. At and as of the Effective Time, (A) each share of AC101's common stock shall be converted into one share of the Surviving Corporation's common stock and (B) all Insyte Shares owned by the Majority Shareholders immediately preceding the Effective Time shall be cancelled.

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(e) Procedure for Payment.

(i) Immediately after the Effective Time, (A) the Surviving Corporation shall set aside cash (the "Payment Fund") in an amount sufficient to make full payment to the holders of all of the Minority Shares and (B) the Surviving Corporation shall mail a letter of transmittal (with instructions for its use) in the form attached hereto as Exhibit B to each record holder of outstanding Insyte Shares for the holder to use in surrendering the certificates that represent his, her, or its Insyte Shares against payment of the Merger Consideration (if any). No interest will accrue or be paid to the holder of any outstanding Insyte Shares.

(ii) The Surviving Corporation shall retain any portion of the Payment Fund remaining 180 days after the Effective Time, and thereafter all former Minority Shareholders shall be entitled to look to the Surviving Corporation (subject to abandoned property, escheat and other similar laws) as general creditors thereof with respect to any cash payable upon surrender of their certificates.

(f) Closing of Transfer Records. After the closing of business on the Closing Date, transfers of Insyte Shares outstanding prior to the Effective Time shall not be made on the stock transfer books of the Surviving Corporation.

1.3 Rights and Obligations of the Surviving Corporation.

(a) Rights. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of Insyte and AC101. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of Insyte and AC101 shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real and personal property vested in either Insyte or AC101 shall not revert or in any way be impaired by reason of the Merger.

(b) Obligations. All obligations belonging to or due to either Insyte or AC101 shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of Insyte and AC101 existing as of the Effective Time.

ARTICLE II
MISCELLANEOUS

2.1 Dissenters' Rights. The shareholders of Insyte and AC101 who dissent from the Merger pursuant to Section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

2.2 Amendment or Abandonment of Plan of Merger. This Plan of Merger may be amended or abandoned at any time prior to filing the Articles of Merger. The procedure for

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amending or abandoning the Plan of Merger shall be the adoption of resolutions to abandon the merger by the Board of Directors of both AC101 and Insyte.

2.3 Governing Law. This Plan of Merger shall be governed by and construed in accordance with the domestic laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Florida.

2.4 Severability. Any term or provision of this Plan of Merger that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

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Signatures Appear on Separate Page*

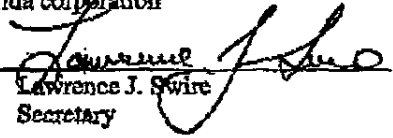
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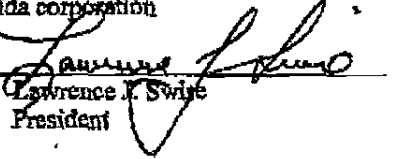
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IN WITNESS WHEREOF, the Parties have executed this Plan of Merger as of the date first above written.

**INNOVATIVE SYSTEMS AND
TECHNOLOGIES CORPORATION,**
a Florida corporation

By: 
Lawrence J. Swire
Secretary

AC101, INC.,
a Florida corporation

By: 
Lawrence J. Swire
President

H06000091013

EXHIBIT A
ARTICLES OF MERGER
OF
AC101, INC.
INTO
INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION

Pursuant to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **AC101, INC.**, a Florida corporation, into **INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION**, a Florida corporation, with **INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION** to be the surviving entity.

1. Attached hereto as Exhibit A and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **AC101, INC.** into **INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION**. **INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION** shall be the surviving corporation.

2. The effective date of this merger shall be April 6, 2006 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was adopted by the directors and shareholders of **AC101, INC.** by written action on April 6, 2006.

4. The Plan of Merger referred to in Paragraph 1 above was adopted by the directors and shareholders of **INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION** by written action on April 6, 2006.

IN WITNESS WHEREOF, **AC101, INC.** and **INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION** have caused these Articles of Merger to be signed in their corporate names effective as of the 6th day of April, 2006.

AC101, INC.

**INNOVATIVE SYSTEMS AND
TECHNOLOGIES CORPORATION**

By: _____
Lawrence J. Swire
President

By: _____
Lawrence J. Swire
Secretary

Apr. 6. 2006 4:06PM

No. 0323 P. 10/10

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EXHIBIT B
FORM OF TRANSMITTAL LETTER TO MINORITY SHAREHOLDER

April 6, 2006

Re: Merger of AC101, Inc. into Innovative Systems and Technologies Corporation

Dear _____:

On April 6, 2006, AC101, Inc., a Florida corporation, merged into Innovative Systems and Technologies Corporation, a Florida corporation ("Insyte"), (the "Merger"). Pursuant to the Plan of Merger, attached hereto as Exhibit A, you will receive \$1.5489 for each share of the common stock, \$0.0001 par value per share, of Insyte held by you immediately prior to the Merger. To receive such payment, please return the stock certificate representing each such share with a copy of this letter within 10 days of receiving this letter to the following address:

Rogers Towers, P.A.
Attention: J. Kirby Chritton
1301 Riverplace Blvd.
Jacksonville, FL 32207

Sincerely,

**INNOVATIVE SYSTEMS AND
TECHNOLOGIES CORPORATION**