

09-28-99 14:38

From: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & ASSOCIATES, P.A.

T-467 P.01/05 F-769

V69910

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MERGER OR SHARE EXCHANGE

U.S. TECHNOLOGIES, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DIGITAL ACQUISITION CO., INC., a Florida corporation, P99000083379

INTO

**U.S. TECHNOLOGIES, INC.**, a Florida entity, V69910

File date: September 28, 1999

Corporate Specialist: Darlene Connell

09-28-99 14:38

From-JOHNSON BLAKELY ER, INC.

T-467 P.02/05 F-769



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 28, 1999

U.S. TECHNOLOGIES, INC.  
8160 WOODLAND CIRCLE BLVD.  
TAMPA, FL 33614US

SUBJECT: U.S. TECHNOLOGIES, INC.  
REF: V69910

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 2.5 states that the officers and directors of DAC will be the initial directors and officers of the surviving corporation. Please provide a list of the officers and directors mentioned in Section 2.5, so that the computer may be updated with the correct information. Please remove the word "initial" from section 2.5, unless these are the individuals originally listed in the surviving corporation's articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Senior Clerk

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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STATE OF FLORIDA  
ARTICLES OF MERGER  
OF  
DIGITAL ACQUISITION CO., INC.,  
a Florida corporation,  
INTO  
U. S. TECHNOLOGIES, INC.,  
a Florida corporation.

FILED  
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TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101 and 607.1105, *Florida Statutes*, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Digital Acquisition Co., Inc., a Florida corporation ("DAC"), into U.S. Technologies, Inc., a Florida corporation ("UST"):

FIRST: The Plan of Merger attached hereto as Exhibit A was adopted by the Board of Directors and shareholders of DAC on September 22, 1999, and by the Board of Directors and shareholders of UST on September 21, 1999.

SECOND: The merger described herein shall be effective at 4:30 p.m. on September 22, 1999 or at the time of filing of these Articles of Merger, whichever shall be later.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be signed in its corporate name on the 22nd day of September, 1999.

DIGITAL ACQUISITION CO., INC.

By: 

Gary Allen  
President

U. S. TECHNOLOGIES, INC.

By: 

Peter S. Steele  
President

Donald P. Reed, Esq.  
Florida Bar No. 995274  
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, FL 33756  
727-461-1818  
dr/195066

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## EXHIBIT A

### PLAN OF MERGER

#### 1. Names of Merging Corporations

Digital Acquisition Co., Inc., a Florida corporation ("DAC"), shall be merged with and into U.S. Technologies, Inc., a Florida corporation ("UST"). DAC and UST are collectively referred to herein as "Constituent Corporations".

#### 2. Terms and Conditions of Merger

##### 2.1 The Merger

The merger of DAC and UST ("Merger") shall occur at the Effective Time (as hereinafter defined), at which time the separate existence of DAC shall cease. UST shall be the surviving corporation ("Surviving Corporation") and its corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger.

##### 2.2 The Surviving Corporation

The Surviving Corporation, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (c) be liable for all of the obligations and liabilities of each Constituent Corporation existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

##### 2.3 Articles of Incorporation

The Articles of Incorporation of UST as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act.

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## 2.4 Bylaws

The Bylaws of UST as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in the manner provided for in such Bylaws and in accordance with the Florida Business Corporation Act.

## 2.5 Directors and Officers

The directors and officers of DAC immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation:

GARY ALLEN  
BRIAN BURKE  
PAUL LUNTER  
RANDY COPPERSMITH  
PETER STEELE

## 3. Manner and Basis of Converting Shares

At the Effective Time, each share of issued and outstanding stock of DAC, without any action being required on the part of DAC, the Surviving Corporation, the stockholders thereof or any other party, shall be converted into one (1) share of common stock of UST.

## 4. Effective Time of Merger

The Merger shall become effective at the later of 4:30 p.m. on September 22, 1999, or at the time of filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

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dr/195067