

Filing fee: \$100.00

Corp. I.D.# 9554

ARTICLES OF MERGER  
OR CONSOLIDATION  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO  
NEWCO RECOGNITION, INC.

Pursuant to the provisions set forth in Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger or Consolidation for the purpose of merging them into one corporation:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Ibis Recognition Systems, Incorporated	Florida
95940 Newco Recognition, Inc.	Rhode Island

SECOND: The laws of the State under which such foreign corporation is organized permit such merger or consolidation.

THIRD: The name of the surviving or new corporation is Newco Recognition, Inc. and it is to be governed by the laws of the State of Rhode Island.

FOURTH: The following Plan of Merger or Consolidation was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

PLAN OF MERGER

This **AGREEMENT OF MERGER AND PLAN OF REORGANIZATION** is made and entered into as of the eleventh day of July, 1997, by and between **Ibis Recognition Systems, Incorporated**, a Florida corporation ("Recognition/FL"), and **Newco Recognition, Inc.**, a Rhode Island corporation ("Recognition/RI").

Background

The Boards of Directors of Recognition/FL and Recognition/RI have resolved that Recognition/FL be merged pursuant to the General Corporation Act of the State of Florida and the Business Corporation Act of the State of Rhode Island into a single corporation existing under the laws of the State of Rhode Island, as Recognition/RI, which shall be the surviving corporation (the "Surviving Corporation"), in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

The authorized capital stock of Recognition/FL consists of 1,000,000 shares of common stock with a par value of \$.001 per share (the "Recognition/FL Common Stock"), of which 200,000 shares are issued and outstanding. The authorized capital stock of Recognition/RI consists of 4,000 shares of common stock, without par value (the "Recognition/RI Common Stock"), 100 shares of which are issued and outstanding.

The respective Boards of Directors of Recognition/FL and Recognition/RI have approved the merger upon the terms and

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conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Act of the State of Florida and the Business Corporation Act of the State of Rhode Island that Recognition/FL shall be, at the Effective Date (as hereinafter defined), merged into a single corporation existing under the laws of the State of Rhode Island, Recognition/RI, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to such merger and the manner of effecting such merger.

#### Agreements

##### 1. Stockholders' Meetings; Filings; Effects of Merger

1.1 Recognition/FL Shareholder's Meeting. Recognition/FL shall present this Agreement of Merger and Plan of Merger and Reorganization to its shareholder in accordance with the General Corporation Act of the State of Florida at the earliest practicable date, for the purpose of permitting the shareholder to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by Recognition/FL as Sole Shareholder of Recognition/RI. Simultaneously with the execution hereof, Recognition/FL, as the sole shareholder of Recognition/RI, shall adopt this Agreement in accordance with the Business Corporation Act of the State of Rhode Island.

##### 1.3 Filing of Certificate of Merger; Effective Date.

In the event this Agreement is adopted by the shareholder of Recognition/FL in accordance with the General Corporation Act of the State of Florida, and this Agreement has been adopted by Recognition/FL as the sole shareholder of Recognition/RI, in accordance with the Business Corporation Act of the State of Rhode Island, and this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed in the State of Florida, and Articles of Merger shall be filed in the State of Rhode Island. The Merger shall become effective on July 31, 1997 (the "Effective Date").

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Recognition/FL shall cease, and Recognition/FL shall be merged with and into Recognition/RI which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Recognition/FL; and all and singular, the rights, privileges, powers, and franchises of Recognition/FL, and all property, real, personal, and mixed, and all debts due to Recognition/FL on whatever account, as well for stock subscriptions and all other things in action or belonging to Recognition/FL, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Recognition/FL; but all rights of creditors and all liens upon any property of Recognition/FL shall be preserved unimpaired, and all debts, liabilities, and duties of Recognition/FL shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Recognition/FL or the corresponding officers of the Surviving Corporation, may, in the name of

Recognition/FL, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Recognition/FL's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

## **2. Name, Articles of Incorporation, and Bylaws of Surviving Corporation.**

**2.1 Name of Surviving Corporation.** The name of the Surviving Corporation from and after the Effective Date shall be **Ibis Recognition Systems, Inc.**

**2.2 Articles of Incorporation.** The Articles of Incorporation of Recognition/RI as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law, except that Article FIRST shall be amended in accordance with Section 2.1 hereof.

**2.3 Bylaws.** The Bylaws of Recognition/RI, as in effect immediately before the Effective Date, shall from and after the effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided herein.

## **3. Status and Conversion of Securities**

The manner and basis of converting the shares of the capital stock of Recognition/FL and the nature and amount of securities of Recognition/RI which the holders of shares of Recognition/FL Common Stock are to receive in exchange for such shares are as follows:

**3.1 Recognition/FL Common Stock.** Each 2,000 shares of Recognition/FL Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Recognition/RI Common Stock, and outstanding certificates representing shares of Recognition/FL Common Stock shall thereafter represent shares of Recognition/RI Common Stock. Such certificates may, but need not be, exchanged by the holder thereof after such merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

**3.2 Recognition/RI Common Stock Held by Recognition/FL.** All issued and outstanding shares of Recognition/RI Common Stock held by Recognition/FL immediately before the Effective Date shall, by virtue of such merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

## **4. Miscellaneous**

**4.1 Termination.** This Agreement of Merger and Plan of Merger and Reorganization may be terminated and the proposed merger abandoned at any time before the Effective Date of such merger, and whether before or after approval of this Agreement of Merger and Plan of Merger and Reorganization by the shareholder of Recognition/FL, if the Board of Directors of Recognition/FL or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger and Plan of Merger and Reorganization.

**4.2 Counterparts.** For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger and Plan of Merger and Reorganization, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, Ibis Recognition Systems, Inc., and Newco Recognition, Inc., have caused this Agreement to be executed by their respective duly authorized officers on the day and year first above written.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Entitled to Vote as a Class</u>	<u>Number of Shares</u>
Ibis Recognition Systems, Incorporated	200,000	Common	-	-
Newco Recognition, Inc.	100	Common	-	-

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares Entitled to Vote as a Class</u>	<u>Number of Shares</u>	
				<u>Voted For</u>	<u>Voted Against</u>
Ibis Recognition Systems, Incorporated	200,000	0	-	-	-
Newco Recognition, Inc.	100	0	-	-	-

SEVENTH: If the surviving or new corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving or new corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated: July 28, 1997

IBIS RECOGNITION SYSTEMS, INCORPORATED

By Jay McNally  
Jay McNally  
Its President and Secretary

NEWCO RECOGNITION, INC.


By Jay McNally  
Jay McNally  
Its President and Secretary

State of Rhode Island

} Sc.

County of Providence

At Providence in said County on the 28th day of July, 1997, before me personally appeared Jay McNally, who being by me first duly sworn, declared that he is the President and Secretary of Ibis Recognition Systems, Incorporated, that he signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.

  
Notary Public

State of Rhode Island

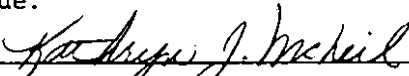
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County of Providence

At Providence in said County on the 28th day of July, 1997, before me personally appeared Jay McNally, who being by me first duly sworn, declared that he is the President and Secretary of Newco Recognition, Inc., that he signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.

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Notary Public



TILLINGHAST LIGHT & SEMONOFF LTD.

ATTORNEYS AT LAW PROVIDENCE BOSTON



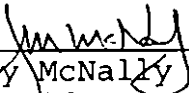
July 23, 1997

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903

Dear Sir or Madam:

Please be advised that the undersigned corporation hereby consents to the use of the name Ibis Recognition Systems, Incorporated in Rhode Island, notwithstanding the fact that such name may be similar to the name of the undersigned.

IBIS CONSULTING, INC.

By:  \_\_\_\_\_  
Jay McNally  
President

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TILLINGHAST LIGHT & SEMONOFF LTD.

ATTORNEYS AT LAW PROVIDENCE BOSTON



July 23, 1997

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903

Dear Sir or Madam:

Please be advised that the undersigned corporation hereby consents to the use by Newco Recognition, Inc. of the name Ibis Recognition Systems, Incorporated, in Rhode Island, notwithstanding the fact that such name may be similar to the name of the undersigned.

IBIS CONSULTING, INC.

By: Jay McNally, PRESIDENT  
Jay McNally  
President

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