

#16181

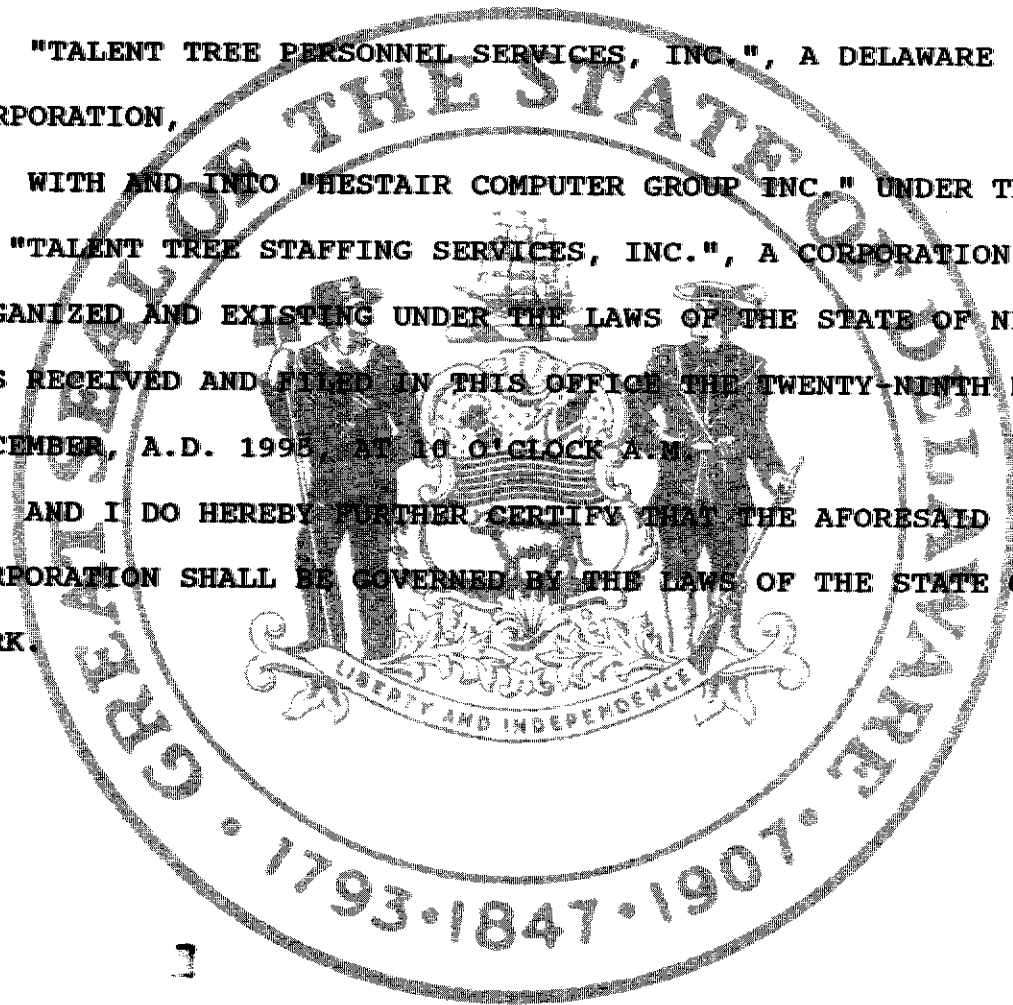
Office of the Secretary of State

FEB 7 10 13 AM '96
SECRETARY OF STATE
STATE OF DELAWARE

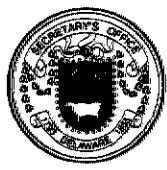
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"TALENT TREE PERSONNEL SERVICES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "HESTAIR COMPUTER GROUP INC." UNDER THE NAME OF "TALENT TREE STAFFING SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.



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EXPEDITE C 10 20.00= 20.00
DATE 02/07/1996 0900 361498
CK # 11800507 CUST# 15948
FRGN MERGE
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 7798466
DATE: 01-22-96