

# State of Idaho

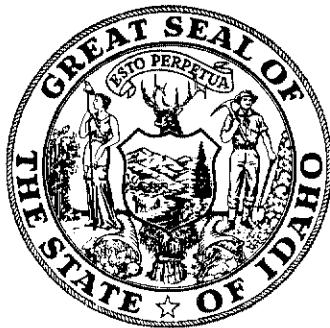
## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of BACK & NECK CORP., an Idaho corporation, into AVISTAR ACQUISITIONS, INC., a Delaware corporation,, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger,, and attach hereto a duplicate original of the Articles of merger..

Dated: July 14, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. D. Wright*

CERTIFICATE OF MERGER

Jul 14 11 16 AM '95

OF

SECRETARY OF STATE  
STATE OF IDAHO

BACK & NECK CORP.

INTO

AVISTAR ACQUISITIONS, INC.

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned hereby certify:

FIRST: The following Plan of Merger has been duly approved by the Board of Directors and the shareholders of Back & Neck Corp. in the manner prescribed by the Idaho Business Corporation Act and has been duly approved by Avistar Acquisitions, Inc. in the manner prescribed by the Delaware General Corporation Law:

"1. The name and state of organization of each of the constituent corporations are:

| <u>Name</u>                               | <u>State of Incorporation</u> |
|---|-------------------------------|
| Avistar Acquisitions, Inc.<br>("Avistar") | Delaware                      |
| Back & Neck Corp.<br>("Back & Neck")      | Idaho                         |

2. The applicable provisions of the laws of Delaware, under which Avistar was organized, have been complied with in respect to the merger and the laws of such state permit such merger.

3. The name of the surviving corporation is Avistar Acquisitions, Inc. and is to be governed by the laws of the State of Delaware.

4. The terms and conditions of the merger are as follows:

a. Back & Neck shall merge with and into Avistar and upon the effective date of such merger Back & Neck shall cease to exist and shall no longer exercise its powers, privileges and franchises subject to the laws of Idaho. Avistar shall succeed to the property and

IDAHO SECRETARY OF STATE  
7/14/95 9:00:00 AM  
Customer # 19577  
TVC900002579 114688

CONVERSION MERGER

1 @ 30.00 = 30.00

assets of and exercise all the powers, privileges and franchises of Back & Neck and shall assume and be liable for all of the debts and liabilities, if any, of Back & Neck.

b. Upon the effective date of the merger each of the 100 presently issued and outstanding shares of common stock of Avistar, of no par value, shall be converted into the 1,619,000 shares of Back & Neck owned by Avistar, each of the 9,220,000 presently issued and outstanding shares of Common Stock, \$.001 par value, of Back & Neck shall be converted into the right to receive .25 shares of the Common Stock of Avistar.

c. Upon the effective date of the merger, the authorized capital stock of Avistar shall be five million (5,000,000) shares of Common Stock, \$.01 par value.

d. The President and Secretary of Avistar and the President and Secretary of Back & Neck are authorized and empowered to sign, deliver, file and record all such certificates, agreements, and other instruments as may be required by law to give effect to this merger."

SECOND: As to each constituent corporation, the number of outstanding shares and the designation and number of outstanding shares of each class entitled to vote as a class are as follows:

| <u>Name of Corporation</u>  | <u>Number of Shares Outstanding</u> | <u>Entitled to Vote as a Class Designation of Class</u> | <u>Number of Shares</u> |
|-----------------------------|-------------------------------------|---|-------------------------|
| Back & Neck Corp.           | 9,220,000                           | N/A   | N/A                     |
| Avistar Acquisitions, Inc.. | 100                                 | N/A   | N/A                     |

THIRD: The number of shares voting for and against the plan and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against the plan, respectively, are as follows:

| <u>Name of Corporation</u> | <u>Total Shares Voted For</u> | <u>Total Shares Voted Against</u> | <u>Entitled to Vote As a Class</u> |                  |                      |
|----------------------------|-------------------------------|-----------------------------------|------------------------------------|------------------|----------------------|
|                            |                               |                                   | <u>Class</u>                       | <u>Voted For</u> | <u>Voted Against</u> |
| Back & Neck Corp.          | 7,298,200                     | 1,538,800                         | N/A                                | N/A              | N/A                  |
| Avistar Acquisitions Corp. | 100                           | 0                                 | N/A                                | N/A              | N/A                  |

SIXTH: Avistar Acquisitions, Inc., the surviving corporation hereby:

(a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of a participating domestic corporation, previously subject to suit in the State of Idaho and in any proceeding for the enforcement, as provided in the Business Corporation Act, of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation;

(b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding, and the post office address, within or without the State of Idaho, to which the Secretary of State shall mail a copy of any such process in any such proceeding is:

Back & Neck Management Corp.  
19 Putnam Road  
Livingston, New Jersey 07039  
Attention: Dr. Ernest A. Pecoraro

(c) agrees that it will promptly pay to the dissenting shareholders of any participating domestic corporation the amount, if any, to which they shall be entitled under the

provisions of Section 30-1-80 of the Idaho Business Corporation Act, with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, each of the undersigned has caused this Certificate to be executed on its behalf by its President.

Dated: June 28, 1995

AVISTAR ACQUISITIONS, INC.

By: Ernest A. Pecoraro  
Name: Ernest A. Pecoraro  
Title: President

BACK & NECK CORP.

By: Ernest A. Pecoraro  
Name: Ernest A. Pecoraro  
Title: President