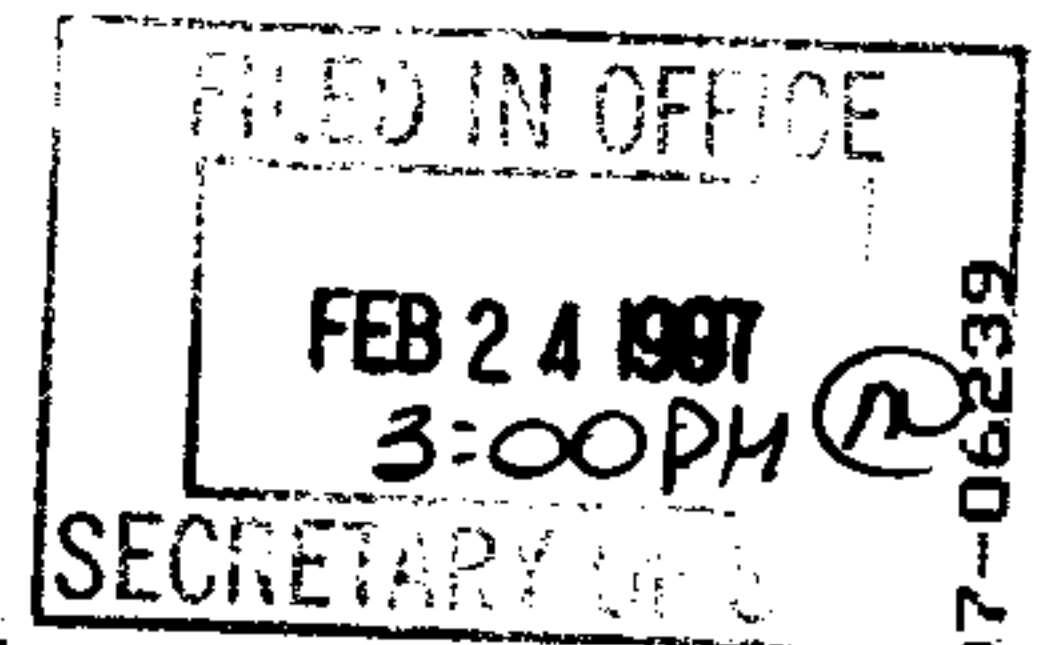


**ARTICLES OF MERGER
BETWEEN A DOMESTIC AND
A FOREIGN CORPORATION**



Inst # 1997-06239

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned surviving corporation submits the following Articles of Merger for the purpose of merging Invictus, Inc., a Tennessee corporation, into Invictus of Alabama, Inc., an Alabama corporation.

I.

The names of the merging corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Invictus, Inc.	Tennessee
Invictus of Alabama, Inc.	Alabama

II.

The laws of Tennessee permit such merger.

III.

The name of the surviving corporation is Invictus of Alabama, Inc., and it is to be governed by the laws of the State of Alabama.

IV.

The Plan of Merger attached hereto and incorporated herein by reference was approved by the shareholders of Invictus of Alabama, Inc. in the manner prescribed by the Alabama Business Corporation Act, and was approved by Invictus, Inc. in the manner prescribed by the laws of Tennessee.

V.

The number of shares of Invictus of Alabama, Inc. outstanding are one thousand (1,000) and no shares are entitled to vote as a class. The number of shares of Invictus, Inc. outstanding are one hundred (100) and no shares are entitled to vote as a class.

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SHELBY COUNTY JUDGE OF PROBATE
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VI.

One thousand (1,000) of the shares of Invictus of Alabama, Inc. voted to adopt the Plan of Merger and no shares voted against the Plan of Merger. One hundred (100) of the shares of Invictus, Inc. voted to adopt the Plan of Merger and no shares voted against the Plan of Merger.

VII.


Invictus of Alabama, Inc. filed its Articles of Incorporation in Shelby County, Alabama.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on this 30th day of December, 1996.

ATTEST:


Diane D. Flowers, Secretary

INVICTUS OF ALABAMA, INC.


Diane D. Flowers, President

ATTEST:


Diane D. Flowers, Secretary

INVICTUS, INC.


Diane D. Flowers, President

PLAN OF MERGER

1. Merger. On January 1, 1997, Invictus, Inc. shall merge with Invictus of Alabama, Inc. The surviving corporation shall be Invictus of Alabama, Inc. The surviving corporation shall be organized under and governed by the laws of the State of Alabama. The effective date of the merger in Alabama shall be upon approval by the Alabama Secretary of State. Each shareholder of Invictus, Inc. shall receive 10 shares of Invictus of Alabama, Inc.'s Common Stock for each share of Invictus, Inc. Common Stock owned by said shareholder.

2. Tax-Free Reorganization. The purpose of the merger is to change the State of incorporation of Invictus, Inc. from the State of Tennessee to the State of Alabama. The merger is intended to qualify as tax-free reorganization under Internal Revenue Code § 357(a)(1)(F).

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John F Lyle III
Feld Hyde Lyle & Wertheimer PC
2100 SouthBridge Parkway
Suite 590
Birmingham AL 35209

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on February 24, 1997

DATE 2-24-97
Jim Bennett
Secretary of State