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MERGER OR SHARE EXCHANGE  
PITNEY BOWES INC.

Certificate of Status	0
Certified Copy	0
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*Merger*

*12/1/11*

*DC*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Pitney Bowes Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Linda M. Didelot  
Contact Person

Pitney Bowes Inc.  
Firm/Company

1 Elmcroft Road  
Address

Stamford, CT 06926-0700  
City/State and Zip Code

nancy.johnson@pb.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patricia M. Johnson, Assistant Secretary At ( 203 ) 351-7116  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pitney Bowes Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ematex Software, Inc.	Florida	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 11, 2011 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on November 14, 2011 and shareholder approval was not required.

(Attach additional sheets if necessary)



**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Piney Bowes Inc.</u>	<u>Delaware</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Emtex Software, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1.1 At the Effective Time (as hereinafter defined), Emtex shall be merged with and into the Company, with the Company as the sole surviving corporation (the "Surviving Corporation").

1.2 At the Effective Time:

(a) Each then-outstanding share of capital stock of the Company shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each then-outstanding share of capital stock of Emtex shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and no consideration shall be issued in respect thereof.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not Applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

#### Section 2

##### Effective Time

2.1 If this Agreement and Plan of Merger is duly adopted by the Board of Directors and stockholders of each of the Company and Emtex and is not terminated in accordance with Section 4 hereof, a certificate of merger/Certificate of Ownership reflecting this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Delaware.

2.2 The Merger shall become effective (the "Effective Time") at the time of the filing of said certificate of merger/Certificate of Ownership with the Secretary of State of the State of Delaware or at such other time as agreed to by the parties hereto and set forth in said certificate of merger.

#### Section 3

##### Certificate of Incorporation and By-Laws

3.1 At the Effective Time, the Amended and Restated Certificate of Incorporation of the Company, as amended through the Effective Time, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

3.2 At the Effective Time, the By-laws of the Company, as amended through the Effective Time, shall be the By-laws of the Surviving Corporation until further amended in accordance with the provisions thereof and of applicable law.

#### Section 4

##### Directors and Officers

4.1 The directors and officers of the Company immediately prior to the Effective Time of the Merger shall be the directors and officers, respectively, of the Surviving Corporation.

#### Section 5

##### Amendment and Termination

5.1 At any time prior to the Effective Time, this Agreement and Plan of Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of each of the Company and Emtex.

5.2 At any time prior to the Effective Time, notwithstanding approval of this Agreement and Plan of Merger by the stockholders of the Company and/or Emtex, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of the Company.

#### Section 6

##### Governing Law

6.1 This Agreement and Plan of Merger shall be governed and construed in accordance with the laws of the State of Delaware.