

AUG. 31. 2007 11:11 AM

Florida Department of State  
Division of Corporations  
Public Access System

NO. 314

1

**F9500001671**

### Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H07000219117 3)))



H070002191173AEC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1575

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 AUG 31 PM 3:24

## MERGER OR SHARE EXCHANGE

### MICROSOFT CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

RECEIVED  
2007 AUG 31 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Justin 2956 209225*

Electronic Filing Menu

Corporate Filing Menu

Help

*Ps 8/31/07  
merger*

(((H07000219117 3)))

**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)
<u>Microsoft Corporation</u>	<u>Washington</u>	

Second: The name and jurisdiction of each merging corporation:

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

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 08/30/2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 08/30/2007 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 08/30/2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 08/30/2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

(((H07000219117 3)))

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 2007 AUG 31 PM 3:24

AUG. 31: 2007 11:12AM

C S C

NO. 314 P. 3

((H07000219117 3)))

Seventh: SIGNATURES FOR EACH CORPORATION

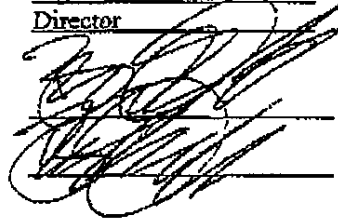
Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Microsoft

Apptimum

Two handwritten signatures are present. The first signature is for Microsoft and the second is for Apptimum. Both are written in dark ink and are somewhat stylized.

Ben Osdorff, Assistant Secretary

Ben Osdorff, Vice President

((H07000219117 3)))

(((H07000219117 3)))

**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

NameJurisdictionMicrosoft CorporationWashington

**Second:** The name and jurisdiction of each merging corporation:

NameJurisdictionApptimum, Inc.Florida

---

---

---

---

---

---

---

---

**Third:** The terms and conditions of the merger are as follows:

Attached

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Attached

(Attach additional sheets if necessary)

(((H07000219117 3)))

AUG. 31. 2007 11:12AM

C S C

NO. 314 P. 5

((H07000219117 3))

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

((H07000219117 3))

(((H07000219117 3)))

**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:

NameMicrosoft CorporationJurisdictionWashington

The name and jurisdiction of each subsidiary corporation:

NameApptimum, IncJurisdictionFlorida

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:

Attached

(Attach additional sheets if necessary)

(((H07000219117 3)))

AUG. 31. 2007 11:13AM

C S C

NO. 314 P. 7

((H07000219117 3))

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:

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:

((H07000219117 3))

((H07000219117 3)))

**PLAN OF MERGER  
BETWEEN  
MICROSOFT CORPORATION,  
a Washington Corporation  
AND  
Apptimum, INC.,  
a Florida Corporation**

**ARTICLE I**

The Plan shall become effective upon the filing of the requisite documents with the Secretary of State for Washington and Florida. The date upon which the Plan shall become effective is herein referred to as the "Effective Date."

**ARTICLE II**

As used in this Plan, the "Merger" means the merger of Non-Surviving Corporation into Surviving Corporation in accordance with this Plan and the laws of Washington and Florida.

**ARTICLE III**

The Articles of Incorporation of Surviving Corporation as in effect immediately prior to the Effective Date of the Merger shall constitute the "Articles" of the Surviving Corporation within the meaning of Section 23B.01.400(I) of the Revised Code of Washington.

**ARTICLE IV**

From and after the Effective Date of the Merger, the Bylaws of the Surviving Corporation shall be unchanged until the same thereafter be amended or repealed in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

**ARTICLE V**

The directors and officers of the Surviving Corporation in office on the Effective Date of the Merger shall remain in office until further removed or resigned.

**ARTICLE VI**

At the Effective Date of the Merger the outstanding shares of the common stock of Non-Surviving Corporation shall be cancelled. The outstanding shares of the common stock of Surviving Corporation, and the certificates representing such shares, shall be

((H07000219117 3)))



(((H07000219117 3)))

unaffected by the Merger.

#### ARTICLE VII

The effect of the Merger shall be as provided by the applicable provisions of the laws of Washington and Florida. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date of the Merger: the separate existence of Non-Surviving Corporation shall cease; the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of all of the Constituent Corporations; all obligations belonging to or due any of the Constituent Corporations shall be vested in and become the obligations of, the Surviving Corporation without further act or deed; title to any real estate or any interest therein vested in any of the Constituent Corporations shall be vested in and become the obligations of the Surviving Corporation without further act or deed; title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired; and the Surviving Corporation shall be liable for all the obligations of the Constituent Corporations and any claim existing, or action or proceeding pending, by or against any of the Constituent Corporations may be prosecuted to judgment with right of appeal, as if the Merger had not taken place.

If at any time after the Effective Date of the Merger the Surviving Corporation shall consider it to be advisable that any further conveyances, agreements, documents, instruments, and assurances of law or any other things are necessary or desirable to vest, perfect, confirm, or record in the Surviving Corporation the title to any property, rights, privileges, powers, and franchises of the Constituent Corporations or otherwise to carry out the provisions of this Plan, the proper directors and officers of the Constituent Corporations last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments, and assurances of law, and do all things necessary or proper to vest, perfect, or confirm title to such property, rights, privileges, powers, and franchises in the Surviving Corporation, and otherwise to carry out the provisions of this Plan.

#### ARTICLE VIII

This Plan may be terminated and the Merger abandoned by mutual consent of the directors of the Constituent Corporations at any time prior to the Effective Date of the Merger.

#### ARTICLE IX

Except as otherwise specifically provided herein, nothing expressed or implied in this Plan is intended, or shall be construed, to confer upon or give any person, firm, or

(((H07000219117 3)))

((H07000219117 3))

corporation, other than the Constituent Corporations any rights or remedies under or  
by reason of this Plan.

Dated: August 30, 2007

MICROSOFT CORPORATION

By:

---

Name: Benjamin Orndorff

Title: Assistant Secretary

((H07000219117 3))