

P18779

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAR 26 AM 11:03

Name chg
@ 3/26/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SYNTELLECT INC
Name of Corporation

DOCUMENT NUMBER: P18779

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RENEKA THOMPSON
Name of Contact Person

ENGHOUSE INTERACTIVE INC
Firm/Company

2095 W PINNACLE PEAK RD STE 110
Address

PHOENIX AZ 85027
City/State and Zip Code

RTHOMPSON@ENGHOUSE.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RENEKA THOMPSON at (602) 789-2795
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 14, 2012

RENEKA THOMPSON
ENGHOUSE INTERACTIVE INC
2095 W. PINNACLE PARK RD - STE. 110
PHOENIX, AZ 85027

SUBJECT: SYNTELLECT INC.
Ref. Number: P18779

We have received your document for SYNTELLECT INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE COMPLETE THE FORM IN ITS ENTIRETY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 512A00009307

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"APROPOS TECHNOLOGY, INC.", AN ILLINOIS CORPORATION, WITH AND INTO "SYNTELLECT INC." UNDER THE NAME OF "SYNTELLECT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2011, AT 1:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF OCTOBER, A.D. 2011, AT 12 O'CLOCK A.M.

2048652 8100M

120281178



You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9413608

DATE: 03-07-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:15 PM 09/23/2011
FILED 01:15 PM 09/23/2011
SRV 111036564 - 2048652 FILE

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

MERGING

APROPOS TECHNOLOGY, INC.
(an Illinois corporation)

INTO

SYNTELLECT INC.
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Syntellect Inc., a corporation organized and existing pursuant to the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. The Corporation was incorporated on the November 16, 1984, pursuant to the provisions of the General Corporation Law of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the capital stock of Apropos Technology, Inc., which is a corporation organized and existing pursuant to the laws of the State of Illinois incorporated on April 17, 1989 (the "Subsidiary").

3. The laws of the jurisdiction of organization of the Subsidiary and the Corporation both permit the merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

4. The Corporation hereby merges Apropos Technology, Inc. into the Corporation effective as of 12:00 a.m. on October 1, 2011.

5. The following is a copy of the resolutions adopted on September 23, 2011 by the Board of Directors of the Corporation authorizing the merger of Apropos Technology, Inc. into the Corporation:

WHEREAS, the Corporation is the sole owner of all of the issued and outstanding shares of Apropos Technology, Inc., an Illinois corporation ("ATI").

WHEREAS, the Board of Directors has determined that it is in the best interest of the Corporation to merge ATI into the Corporation (the "Illinois Merger") with the Corporation to be the surviving entity, as permitted pursuant to Section 253 of the General Corporation Law of Delaware and Section 11.30 of the Illinois Business Corporation Act of 1983.

WHEREAS, the Illinois Merger is intended to be a tax-free reorganization under the Internal Revenue Code.

WHEREAS, to effectuate the Illinois Merger, there has been submitted to the Board of Directors for approval a proposed Plan of Merger for the merger of ATI into the Corporation, a copy of each is attached hereto as Exhibit 2 (the "Illinois Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Illinois Merger and the Illinois Plan of Merger are approved in all respects and that all of the estate, property, rights, privileges, powers, and franchises of ATI shall be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by ATI in its name.

FURTHER RESOLVED, that the Corporation shall assume all of the liabilities and obligations of ATI.

FURTHER RESOLVED, that the Corporation does hereby agree that:

(a) the Corporation, as the surviving corporation, may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the Illinois Merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the Corporation, as the surviving corporation;

(b) the Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the Corporation, as the surviving corporation, to accept service of process in any such proceedings; and

(c) the Corporation, as the surviving corporation, will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the Illinois Merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

FURTHER RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents, instruments, agreements and filings prescribed by the laws of the State of Delaware, by the laws of the State of Illinois, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of ATI and of the Corporation and in any other appropriate jurisdiction.

FURTHER RESOLVED, that the officers of the Corporation be and each of them hereby is authorized, empowered and directed to execute, sign, attest, accept, deliver and perform the Illinois Plan of Merger, certificate of ownership, articles of merger and to take all such other actions, effect all such other filings and execute and deliver all such other agreements, instruments, powers of

attorney and certificates as may be required to effectuate the Merger and the transactions contemplated hereby, all upon such terms and conditions as may be approved by an officer of the Corporation, with the execution thereof by any of the officers to constitute conclusive evidence of approval by the Corporation of any and all changes or revisions thereto from any forms submitted to the undersigned.

FURTHER RESOLVED, that the Corporation shall change its name to Enghouse Interactive Inc.

FURTHER RESOLVED, that all actions taken on or prior to the date hereof by any officer or director of the Corporation in connection with the Illinois Merger, the Illinois Plan of Merger, the change of the Corporation's name and the transactions contemplated thereby which actions would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of such resolutions, be and hereby are severally confirmed, ratified, adopted and approved in all respects.

(Signature Page Follows)

IN WITNESS WHEREOF, the Corporation has signed this certificate by an authorized officer
this 23rd day of September, 2011.

SYNTELLECT INC.

By: 
Name: Todd M. May
Title: Vice President and Secretary

N:\SYS25U2047\Restructuring\Cert of Ownership Apropos (07.24.2011)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ENVOX AMERICAS, INC.", A DELAWARE CORPORATION,

"TELOQUENT COMMUNICATIONS CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SYNTELLECT INC." UNDER THE NAME OF "ENGHOUSE INTERACTIVE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2011, AT 1:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF OCTOBER, A.D. 2011, AT 12 O'CLOCK A.M.

2048652 8100M

120281178

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9413609

DATE: 03-07-12

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:10 PM 09/23/2011
FILED 01:10 PM 09/23/2011
SRV 111036542 - 2048652 FILE

MERGING

ENVOX AMERICAS, INC.
(a Delaware corporation)

AND

TELOQUENT COMMUNICATIONS CORPORATION
(a Delaware corporation)

INTO

SYNTELLECT INC.
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Syn intellect Inc., a corporation organized and existing pursuant to the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. The Corporation was incorporated on November 16, 1984, pursuant to the provisions of the General Corporation Law of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the capital stock of Envoy Americas, Inc., which is a corporation organized and existing pursuant to the laws of the State of Delaware incorporated on December 24, 1997.
3. The Corporation is the owner of all of the outstanding shares of the capital stock of Teloquent Communications Corporation, which is a corporation organized and existing pursuant to the laws of the State of Delaware incorporated on June 21, 1989.
4. The Corporation hereby merges Envoy Americas, Inc. and Teloquent Communications Corporation into the Corporation effective as of 12:00 a.m. on October 1, 2011 (the "Merger Date").
5. The name of the Corporation shall be changed to Enghouse Interactive Inc. effective as of the Merger Date.
6. The following is a copy of the resolutions adopted on September 23, 2011 by the Board of Directors of the Corporation authorizing the merger of each of Envoy Americas, Inc. and Teloquent Communications Corporation into the Corporation:

WHEREAS, the Corporation is the sole owner of all of the issued and outstanding shares of each of Envoy Americas, Inc., a Delaware corporation

("EAI"), and Teloquent Communications Corporation, a Delaware corporation ("TCC").

WHEREAS, the Board of Directors has determined that it is in the best interest of the Corporation to merge each of EAI and TCC into the Corporation (collectively, the "Delaware Merger") with the Corporation to be the surviving entity, as permitted pursuant to Section 253 of the General Corporation Law of Delaware.

WHEREAS, the Delaware Merger is intended to be a tax-free reorganization under the Internal Revenue Code.

WHEREAS, to effectuate the Delaware Merger, there has been submitted to the Board of Directors for approval a proposed Plan of Merger for the mergers of EAI and TCC into the Corporation, a copy of which is attached hereto as Exhibit 1 (the "Delaware Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Delaware Merger and the Delaware Plan of Merger are approved in all respects and that all of the estate, property, rights, privileges, powers, and franchises of each of EAI and TCC shall be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by each of EAI and TCC in its respective name.

FURTHER RESOLVED, that the Corporation shall assume all of the liabilities and obligations of EAI and TCC.

FURTHER RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents, instruments, agreements and filings prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of each of EAI, TCC, and of the Corporation and in any other appropriate jurisdiction.

FURTHER RESOLVED, that the officers of the Corporation be and each of them hereby is authorized, empowered and directed to execute, sign, attest, accept, deliver and perform the Delaware Plan of Merger and the certificate of ownership, and to take all such other actions, effect all such other filings and execute and deliver all such other agreements, instruments, powers of attorney and certificates as may be required to effectuate the Delaware Merger and the transactions contemplated hereby, all upon such terms and conditions as may be approved by an officer of the Corporation, with the execution thereof by any of the officers to constitute conclusive evidence of approval by the Corporation of

any and all changes or revisions thereto from any forms submitted to the undersigned.

FURTHER RESOLVED, that the Corporation shall change its name to Enghouse Interactive Inc.

FURTHER RESOLVED, that all actions taken on or prior to the date hereof by any officer or director of the Corporation in connection with the Delaware Merger, the Delaware Plan of Merger, the change of the Corporation's name and the transactions contemplated thereby which actions would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of such resolutions, be and hereby are severally confirmed, ratified, adopted and approved in all respects.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has signed this certificate by an authorized officer
this 23rd day of September, 2011.

SYNTELLECT INC.

By: 

Name: Todd M. May

Title: Vice President and Secretary

NASYS2512047RestructuringCart of Ownership OE Subs (07.24.2011)



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

120281178

9879558
ENGHOUSE INTERACTIVE INC.
2095 W PINNACLE PEAK RD
STE 110
PHOENIX AZ 85027
ATTN: RENEKA THOMPSON X

03-07-2012

DESCRIPTION	AMOUNT
ENGHOUSE INTERACTIVE INC. 2048652 8100 Certified Copy	
Certification Fee	50.00
Document Page Fee	8.00
Expedite 24 Hr., 1-4 Cert.	50.00
FILING TOTAL	108.00
ENGHOUSE INTERACTIVE INC. 2048652 8100 Certified Copy	
Certification Fee	50.00
Document Page Fee	8.00
FILING TOTAL	58.00
TOTAL CHARGES	166.00
TOTAL PAYMENTS	166.00
SERVICE REQUEST BALANCE	.00