

P94000030076

Florida Department of State  
Division of Corporations  
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TALLAHASSEE FLORIDA

MERGER OR SHARE EXCHANGE

MEDIAWARE TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

*merger*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MT ACQUISITION SUBSIDIARY, INC., a Florida corporation, P99000103143

INTO

**MEDIAWARE TECHNOLOGIES, INC.**, a Florida entity, P94000030076.

File date: February 23, 2000

Corporate Specialist: Darlene Connell

10001391-DVLD  
FEB 28 '00

09:06AM BROAD AND CASSEL  
Dept of State

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P.2



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

RECEIVED  
00 FEB 29 AM 10:35  
DIVISION OF CORPORATIONS

February 24, 2000

MEDIAWARE TECHNOLOGIES, INC.  
9378 ARLINGTON EXPRESSWAY  
SUITE 344  
JACKSONVILLE, FL 32225US

SUBJECT: MEDIAWARE TECHNOLOGIES, INC.  
REF: P94000030076

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000008230  
Letter Number: 800A00010028

Fax Audit No. H00000008230 5

**ARTICLES OF MERGER  
OF  
MT ACQUISITION SUBSIDIARY, INC.  
a Florida corporation  
and  
MEDIWARE TECHNOLOGIES, INC.  
a Florida corporation**

**FILED  
00 FEB 29 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101, 607.1103 and 607.1105.

1. The names of the merging corporations are **MT ACQUISITION SUBSIDIARY, INC.** (the "Merger Subsidiary"), which is a corporation organized under the laws of the State of Florida, and the existence of which will cease, and **MEDIWARE TECHNOLOGIES, INC.** (the "Company"), which is a corporation organized under the laws of the State of Florida.
2. The Plan of Merger for merging the Merger Subsidiary with and into the Company is attached hereto as Exhibit "A".
3. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
4. The Plan of Merger was approved and adopted by the Board of Directors and Shareholders of the Company by written consents dated as of February 14, 2000, and the Plan of Merger was approved and adopted by the Board of Directors and Shareholders of the Merger Subsidiary by written consents dated as of February 14, 2000.
5. The Company will continue to exist under the name "**MEDIWARE TECHNOLOGIES, INC.**" pursuant to the provisions of the laws of the State of Florida.

**MT ACQUISITION SUBSIDIARY, INC.**  
a Florida corporation

By:   
Scott C. Nevins, President

**MEDIWARE TECHNOLOGIES, INC.**  
a Florida corporation

By: \_\_\_\_\_  
Robert A. Camacho, President

Fax Audit No. H00000008230 5

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OF  
MT ACQUISITION SUBSIDIARY, INC.  
a Florida corporation  
and  
MEDIWARE TECHNOLOGIES, INC.  
a Florida corporation**

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2. The Plan of Merger for merging the Merger Subsidiary with and into the Company is attached hereto as Exhibit "A".
3. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
4. The Plan of Merger was approved and adopted by the Board of Directors and Shareholders of the Company by written consents dated as of February 14, 2000, and the Plan of Merger was approved and adopted by the Board of Directors and Shareholders of the Merger Subsidiary by written consents dated as of February 14, 2000.
5. The Company will continue to exist under the name "**MEDIWARE TECHNOLOGIES, INC.**" pursuant to the provisions of the laws of the State of Florida.

**MT ACQUISITION SUBSIDIARY, INC.**  
a Florida corporation

By: \_\_\_\_\_  
Scott C. Nevins, President

**MEDIWARE TECHNOLOGIES, INC.**  
a Florida corporation

By:   
Robert A. Camacho, President

Fax Audit No. H0000008230 5

Exhibit A

**PLAN OF MERGER**

1. MT Acquisition Subsidiary, Inc. a Florida corporation (the "Merger Subsidiary"), a subsidiary of ClientSoft, Inc., a Delaware corporation ("ClientSoft") shall be merged with and into Mediaware Technologies, Inc., a Florida corporation (hereinafter referred to as the "Company") as provided herein.

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

(a) Upon the terms and subject to the conditions set forth in that certain Merger Agreement (the "Merger Agreement") by and among ClientSoft, Merger Subsidiary, the Company and others dated February 23, 2000, and in accordance with Florida Law, at the Effective Time (as defined herein), Merger Subsidiary shall be merged with and into the Company, whereupon the separate existence of Merger Subsidiary shall cease, and the Company shall be the surviving corporation (the "Surviving Corporation").

(b) The Merger shall become effective at such time as the certificate of merger is duly filed with the Secretary of State of the State of Florida or at such later time as is specified in the Articles of Merger (the "Effective Time").

(c) From and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises and be subject to all of the restrictions, disabilities and duties of the Company and Merger Subsidiary, all as provided under Florida Law.

(d) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Florida Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, except as otherwise provided in the Merger Agreement, all of the property, rights, privileges, powers and franchises of the Company and Merger Subsidiary shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Company and Merger Subsidiary shall become the debts, liabilities and duties of the Surviving Corporation.

(e) At the Effective Time, the Articles of Incorporation and the Bylaws of Merger Subsidiary, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

(f) From and immediately after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, (i) the directors of Merger Subsidiary at the Effective Time shall be the directors of the Surviving Corporation, and (ii) the officers of Merger Subsidiary at the Effective Time shall be the officers of the Surviving Corporation.

3. The manner and basis of converting the shares of the Company into the shares, obligations, or other securities of ClientSoft and the rights to acquire shares, obligations, or other securities of the ClientSoft shall be as follows:

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the Company or any of its stockholders, all issued and outstanding shares of capital stock of the Company immediately prior to the Effective Time shall be cancelled and shall be automatically converted into the right to receive an aggregate of 125,000 shares of common stock, par value \$.01 par value, of ClientSoft. The holders of such certificates previously evidencing shares of capital stock of the Company outstanding prior to the Effective Time shall cease to have any rights with respect to such shares of capital stock except as otherwise provided herein or by applicable law.

(b) Each share of capital stock held by the Company as treasury stock immediately prior to the Effective Time shall automatically be cancelled and extinguished without any conversion thereof, and no payment shall be made with respect thereto.

(c) Each share of capital stock of Merger Subsidiary issued and outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and non-assessable share of common stock, par value \$.01 per share, of the Surviving Corporation with the same rights, powers and privileges as the shares so converted and shall constitute the only outstanding shares of capital stock of the Surviving Corporation.

4. The Amended and Restated Articles of Incorporation of the Surviving Corporation, the Acceptance of CT Corporation System as the Registered Agent of the Surviving Corporation, and the titles, names and addresses of the officers and directors of the Surviving Corporation are set forth on Schedules I, II and III attached hereto.

**Schedule I**

**Amended and Restated Articles of Incorporation of Surviving Corporation:**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MEDIWARE TECHNOLOGIES, INC.**

**Article I - Name and Address**

The name of this corporation is Mediaware Technologies, Inc., and its mailing address is 8 Skyline Drive, Hawthorne, New York 10523.

**Article II - Duration**

This corporation shall have perpetual duration commencing on the effectiveness of the filing of this certificate.

**Article III - Purpose**

This corporation is organized for the purpose of any or all lawful business for which corporations may be formed under Chapter 607, Florida General Corporation Act.

**Article IV - Capital Stock**

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

**Article V - Registered  
Office and Agent**

The street address of the registered office of this corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324 and the name of the initial registered agent of this corporation is CT Corporation System.



Fax Audit No. H00000008230 5

Article VI - Board of Directors

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time pursuant to the By-Laws but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Mr. Scott C. Nevins  
c/o ClientSoft Inc.  
8 Skyline Drive  
Hawthorne, New York 10523

Mr. Pat R. Frustaci  
c/o ClientSoft Inc.  
8 Skyline Drive  
Hawthorne, New York 10523

Article VII - Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholder(s) and, at the discretion of the shareholder(s), in the Board of Directors.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The directors and shareholders of Mediaware Technologies, Inc., a Florida corporation, have duly adopted the foregoing Amended and Restated Articles of Incorporation pursuant to the provisions of 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act.

Fax Audit No. H00000008230 5

Fax Audit No. H0000008230 5

**Schedule II**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

**FIRST**—That Mediaware Technologies, Inc. has designated 1200 South Pine Island Road, City of Plantation, Florida 33324 as the place of business for the service of process within the State of Florida.

**SECOND**—That the above corporation has named CT Corporation System as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 29<sup>th</sup> day of February 2000.

Connie Bryan  
CT Corporation System  
Registered Agent

**CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY**

Fax Audit No. H0000008230 5

**Schedule III**

**Titles, Names and addresses of the officers and directors:**

<b>Name</b>	<b>Titles</b>	<b>Address</b>
Scott C. Nevins	President and Treasurer Director	8 Skyline Drive Hawthorne, New York 10523
Pat R. Frustaci	Secretary Director	8 Skyline Drive Hawthorne, New York 10523

Fax Audit No. H0000008230 5