

12/23/2015 12/23/2015

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Florida Department of State
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MERGER OR SHARE EXCHANGE

ConnectWise.com, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF MERGER
OF
CONNECTWISE.COM INC.
a Florida corporation
INTO
CONNECTWISE, INC.
a Delaware corporation

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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>
ConnectWise, Inc.	Delaware	5656173

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ConnectWise.com, Inc.	Florida	P98000045732

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. Eastern Standard Time on December 31, 2015.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on November 24, 2015 and shareholder approval was not required because the surviving company has not yet issued shares.

Sixth: The Plan of Merger was adopted by the board of directors and the shareholders of the merging corporation on November 24, 2015.

Seventh: Signatures of each corporation:

Dated this 21 day of December, 2015.

Merging corporation:
CONNECTWISE.COM, INC.

Surviving corporation:
CONNECTWISE, INC.

By: Arnold F. Bellini III
Arnold F. Bellini III (Dec. 23, 2015)
Name: Arnold F. Bellini III
Title: Chief Executive Officer

By: Arnold F. Bellini III
Arnold F. Bellini III (Dec. 23, 2015)
Name: Arnold F. Bellini III
Title: Chief Executive Officer

PLAN OF MERGER

This Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of Delaware.

First: The name and jurisdiction of the surviving corporation is ConnectWise, Inc., a corporation organized under the laws of Delaware (the "Company").

Second: The name and jurisdiction of the merging corporation is ConnectWise.com, Inc., a corporation organized under the laws of Florida (the "Merging Corporation").

Third: The terms and conditions of the merger are as follows: At the effective date and time of the merger, December 31, 2015, at 11:59 p.m. Eastern Standard Time, the Merging Corporation will merge with and into the Company in accordance with the Florida Business Corporation Act and the General Corporate Law of Delaware. The Company will be the corporation surviving the merger (the "Surviving Corporation"). From and after the effective time, the Surviving Corporation shall possess all the rights, powers, privileges, and franchises, and be subject to all of the obligations, liabilities, restrictions, disabilities, and duties, of the Surviving Corporation and the Merging Corporation to the fullest extent provided under the laws of the Florida Business Corporation Act and the General Corporation Law of Delaware.

At the effective date and time, the separate existence of the Merging Corporation shall cease and all of the ownership interests of the Merging Corporation shall be deemed cancelled and will represent only the right to receive shares of the common stock of the Surviving Corporation.

Fourth: The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation are as follows: At the effective date and time of the merger: (a) each issued and outstanding share of the Merging Corporation will be converted into 0.08901 shares of common stock in the Surviving Corporation and (b) the awards granted under the Merging Corporation's stock rights plan will be converted to be denominated in shares of common stock in the Surviving Corporation's shares.

Fifth: The certificate of incorporation of the Surviving Corporation in effect at the effective date and time of the merger shall be the certificate of incorporation of the Surviving Corporation. The bylaws of the Surviving Corporation in effect at the effective date and time of the merger shall be the bylaws of the Surviving Corporation.