

FO1000004036

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

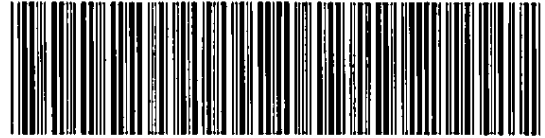
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2018 NOV -9 AM 10:23

SECRETARY OF STATE  
TALLAHASSEE, FL

C. GOLDEN

NOV 14 2018

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Cyient, 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:

Nilanjan Sen  
\_\_\_\_\_  
Contact Person

Cyient, Inc.  
\_\_\_\_\_  
Firm/Company

99 East River Drive, 5th Floor  
\_\_\_\_\_  
Address

East Hartford, CT 06108  
\_\_\_\_\_  
City/State and Zip Code

Nilanjan.Sen@cyient.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nilanjan Sen  
\_\_\_\_\_  
Name of Contact Person

At ( 518 ) 334-1919  
\_\_\_\_\_  
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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 24, 2018

NILANJAN SEN  
99 EAST RIVER DRIVE  
5TH FLOOR  
EAST HARTFORD, CT 06108

SUBJECT: CYIENT, INC.  
Ref. Number: F01000004036

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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.

Claretha Golden  
Regulatory Specialist II

Letter Number: 418A00021860

# 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><br>(If known/ applicable) |
|--------------|---------------------|--------------------------------------------------|
| Cyient, Inc. | California          | F01000004036                                     |

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

| <u>Name</u>           | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|-----------------------|---------------------|--------------------------------------------------|
| Certon Software, Inc. | Florida             | P06000007130                                     |
|                       |                     |                                                  |
|                       |                     |                                                  |
|                       |                     |                                                  |
|                       |                     |                                                  |

**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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 10/01/2018 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 10/01/2018 and shareholder approval was not required.

(Attach additional sheets if necessary)

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2018 NOV -9 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FL

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Certon Software, Inc.

Anthony Lea

Nilanjan Sen, Secretary

Cyient, Inc.

Belong in Sec

Nilanjan Sen, Secretary +  
TREASURER

**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> |
|--------------|---------------------|
| Cyient, Inc. | California          |
| _____        | _____               |

The name and jurisdiction of each **subsidiary** corporation:

| <u>Name</u>           | <u>Jurisdiction</u> |
|-----------------------|---------------------|
| Certon Software, Inc. | Florida             |
| _____                 | _____               |
| _____                 | _____               |
| _____                 | _____               |
| _____                 | _____               |
| _____                 | _____               |

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:

Certon Software, Inc. is a wholly owned subsidiary of Cyient, Inc., and Cyient, Inc. owns all of the outstanding shares of each class of capital stock of Certon Software, Inc.

Upon the effective date of the merger, all outstanding shares of each class and series of stock of Certon Software, Inc. shall be cancelled and retired, and no shares of Cyient, Inc. shall be issued in lieu thereof.

*(Attach additional sheets if necessary)*