

565238

Florida Department of State
Division of Corporations
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.

(((H12000082854 3)))



H120000828543ABC/

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)617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

RE-SUBMIT
Please retain original filing
date of submission 3/29

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
EQUITRAC CORPORATION**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 078 |
| Estimated Charge | \$70.00 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 MAR 29 AM 8:43

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Equitrac Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Garrison R. Smith
Contact Person

Nuance Communications, Inc.
Firm/Company

One Wayside Road
Address

Burlington, MA 01803
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

At ()

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



March 30, 2012

FLORIDA DEPARTMENT OF STATE
Division of CorporationsEQUITRAC CORPORATION
1 WAYSIDE ROAD
BURLINGTON, MA 07863SUBJECT: EQUITRAC CORPORATION
REF: 565238***RE-SUBMIT***Please retain original filing
date of submission 3/29

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.

You failed to make the correction(s) requested in our previous letter.

Please list the name of the surviving and merging corporations on the plan of merger.

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.

Teresa Brown
Regulatory Specialist IIFAX Aud. #: H12000082854
Letter Number: 612A00010680

RECEIVED

12 APR -2 AM 8:12

TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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>Equitrac Corporation</u> | <u>Florida</u> | _____ |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|--|---------------------|--|
| <u>X-Solutions North America, Inc.</u> | <u>Delaware</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 3 / 26 / 12 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 3 / 26 / 12 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 3 / 26 / 12 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Equitrac Corporation

X-Solutions North America, Inc.

Assistant Secretary

Assistant Secretary

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:

Name

Jurisdiction

Equitrac Corporation

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

X-Solutions North America, Inc.

Delaware

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

Please see the attached Exhibit A.

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:

Please see the attached Exhibit A.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Exhibit A

(Plan of Merger Non-Subsidiaries)

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

1. **The Merger.** At the Effective Time and subject to and upon the terms and conditions of this Agreement and the applicable provisions of the General Corporation Law of the State of Delaware ("Delaware Law") and the applicable provisions of the Florida Statutes ("Florida Statutes"), Merging Corporation shall be merged with and into Surviving Corporation, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall continue as the surviving entity.
2. **Effective Time.** Immediately following the execution of this Agreement, the parties hereto shall cause the Merger to be consummated by filing a certificate of merger (the "Certificate of Merger") in customary form and substance with the Secretary of State of the State of Delaware in accordance with the applicable provisions of Delaware Law (the time of acceptance of such filing by the Secretary of State of Delaware shall be referred to herein as the "Effective Time") and with the Secretary of State of the State of Florida.
3. **Legal Effect of the Merger.** At the Effective Time, the effect of the Merger shall be as provided under the applicable provisions of Delaware Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Merging Corporation shall vest in Surviving Corporation, and all debts, liabilities and duties of Merging Corporation shall become debts, liabilities and duties of Surviving Corporation.

Article 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:

4. **Capital Stock/Membership Interests.** Each class of stock of Merging Corporation issued and outstanding immediately prior to the Effective Time shall be cancelled without consideration. Each share of capital stock of Surviving Corporation will remain unchanged and shall not be affected by the Merger.