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9-13-12

FILED  
2012 SEP -7 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

George Rountree, Jr.  
*(1904-1979)*  
George Rountree, III  
Geoffrey A. Losee  
Charles S. Baldwin, IV  
Stephen D. Coggins  
Stephanie C. Adams  
Jason L. Kesler  
Thomas G. Varnum  
Clark L. LeBlanc  
Edwin L. West, III  
*of Counsel*



**Street Address**  
2419 Market Street  
Wilmington, NC 28403

**Mailing Address**  
P.O. Box 1409  
Wilmington, NC 28402

**Phone**  
910.763.3404

**Fax**  
910.763.0320  
910.763.0080

September 6, 2012

**via Federal Express**

Amendment Section  
Division of Corporations  
2661 W. Executive Center Circle  
Tallahassee, FL 32301-5020

RE: Applied Technology Solutions, Inc.  
Our File No. 4010.597

Dear Sir/Madam:

On behalf of Applied Technology Solutions, Inc., enclosed are the following:

- (1) Original and a copy of the Articles of Merger with attachment A-Agreement and Plan of Merger; and
- (2) Our firm's check in the amount of \$43.75 representing the filing fee and costs for a certified copy of the filed Articles of Merger.

Please return all correspondence concerning this matter to my attention at the above mailing address. Should you have any questions or need anything further, please do not hesitate to contact me.

Very truly yours,

Clark L. LeBlanc

CLL/dtk

Enclosures

George Rountree, Jr.  
*(1904-1979)*  
George Rountree, III  
Geoffrey A. Losee  
Charles S. Baldwin, IV  
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September 12, 2012

**via Federal Express**

Amendment Section  
Division of Corporations  
ATTN: Sylvia Gilbert  
2661 W. Executive Center Circle  
Tallahassee, FL 32301-5020

RE: Applied Technology Solutions, Inc.  
Our File No. 4010.597

Dear Ms. Gilbert:

Enclosed is the additional \$35.00 that is required for the filing of the Articles of Merger. A copy of our previous correspondence is attached. Please send to my attention the certified copy of the filed Articles.

Should you have any questions or need anything further, please do not hesitate to contact me.

Very truly yours,

Clark L. LeBlanc

RECEIVED  
12 SEP 18 AM 9:35  
ENCLOSURES  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
(Profit Corporations)**

FILED  
2012 SEP -7 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 is **Applied Technology Solutions, Inc.**, a North Carolina corporation.

SECOND: The name and jurisdiction of the merging corporation is **Cooperatives Computer Center, Inc.**, a Florida corporation, Document Number 657447.

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.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on August 22, 2012.

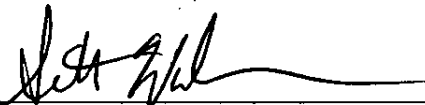
SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on August 8, 2012.

This the 6<sup>th</sup> day of September, 2012.

APPLIED TECHNOLOGY SOLUTIONS, INC.

By:   
Scott Woodward  
Chief Executive Officer

COOPERATIVES COMPUTER CENTER, INC.

By:   
Scott Woodward  
Chief Executive Officer

ATTACHMENT A  
PLAN OF MERGER

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan"), dated as of August 23, 2012, is entered into by and between Cooperatives Computer Center, Inc., a Florida corporation ("CCC"), and Applied Technology Solutions, Inc., a North Carolina corporation ("ATS").

WHEREAS, CCC is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, ATS is a corporation duly organized and validly existing under the laws of the State of North Carolina;

WHEREAS, the board of directors of CCC has (i) authorized and approved the merger of CCC with and into ATS, with ATS continuing as the surviving entity of the merger (the "Merger"), this Plan and the transactions contemplated hereby, and (ii) determined that the Merger is fair to, advisable for business reasons, and in the best interests of the shareholders of CCC;

WHEREAS, the board of directors of ATS has (i) authorized and approved the Merger, this Plan and the transactions contemplated hereby, and (ii) determined that the Merger is fair to, advisable for business reasons, and in the best interests of the shareholders of ATS; and

WHEREAS, the Merger described herein is subject to the approval of the shareholders of CCC and ATS;

NOW, THEREFORE, in consideration of the foregoing and the respective covenants and agreements set forth in this Plan, the parties hereto agree as follows:

1. The Merger. Subject and pursuant to the terms and conditions of this Plan, at the Effective Time, (i) CCC (the "Merging Entity") shall be merged with and into ATS and the separate corporate existence of the Merging Entity shall thereupon cease, (ii) ATS shall be the surviving entity in the Merger (the "Surviving Entity") and shall continue to be governed by the laws of the State of North Carolina, (iii) the separate existence of the Surviving Entity with all its rights, privileges, immunities, powers and franchises shall continue, and (iv) title to all assets and property of the Merging Entity shall be vested in the Surviving Entity, and the Surviving Entity shall have and be responsible for all the liabilities and obligations of the Merging Entity. After the Merger, the name of the Surviving Entity shall be "Applied Technology Solutions, Inc."

2. Effective Time. The merger shall be effective as of the later of (i) the effective time of filing the articles of merger (the "NC Articles of Merger") with respect to the Merger to be filed by the Surviving Entity with the North Carolina Secretary of State or (ii) the effective time of filing the articles of merger (the "FL Articles of

Merger") to be filed by the Surviving Entity with the Florida Secretary of State (such time, the "Effective Time"), in each case pursuant to Section 8 hereof.

3. Exchange and Conversion of Ownership Interests. As of the Effective Time, by virtue of the Merger, each issued and outstanding share of common stock of the Merging Entity immediately prior to the Merger will be exchanged for and converted into one-half (0.5) of a fully paid and nonassessable share of common stock of the Surviving Entity, and each shareholder of the Merging Entity will be a shareholder of the Surviving Entity after the Merger. As of the Effective Time, by virtue of the Merger, each issued and outstanding share of common stock of ATS immediately prior to the Merger will be exchanged for and converted into one-half (0.5) of a fully paid and nonassessable share of the Surviving Entity, and each shareholder of ATS immediately prior to the Merger will continue to be a shareholder of the Surviving Entity after the Merger.

4. Surrender of Certificates of CCC; Issuance of Certificates of Surviving Entity. Each holder of a certificate representing shares of the Merging Entity to be converted in the Merger will surrender such certificate to the Surviving Entity following the Effective Time. Upon surrender of such certificate, the Surviving Entity shall deliver to each shareholder of the Merging Entity a certificate representing the total number of shares of stock of the Surviving Entity that such shareholder shall own as a result of the Merger and the conversion of shares as set forth in Section 3.

5. Articles of Incorporation and Bylaws. As of the Effective Time, the articles of incorporation and bylaws of ATS in effect immediately prior to the Effective Time will be the articles of incorporation and bylaws of the Surviving Entity, subject to amendment as provided by law.

6. Directors and Officers. The directors and officers of ATS immediately prior to the Effective Time shall, as of the Effective Time, be the directors and officers of the Surviving Entity and shall serve as provided in the bylaws of the Surviving Entity or as otherwise provided by law.

7. Administration. From and after the Effective Time, the officers of the Surviving Entity shall take all necessary actions so that bank accounts, tax records and accounts, contracts and other assets and liabilities of the Merging Entity are correctly denominated and maintained in the name of the Surviving Entity.

8. Shareholder Approval; Articles of Merger. This Plan shall be submitted for approval to the shareholders of the Surviving Entity and the shareholders of the Merging Entity as provided in the North Carolina Business Corporation Act and the Florida Business Corporation Act, respectively. If this Plan is duly authorized and adopted by the requisite vote or written consent of such shareholders, the Surviving Entity will, promptly thereafter, cause to be filed and recorded the NC Articles of Merger in accordance with the laws of the State of North Carolina and the FL Articles of Merger in accordance with the laws of the State of Florida.

9. Appointment of Florida Secretary of State as Agent for Service of Process; Appraisal Rights. As required by Section 607.1107 of the Florida Business Corporation Act, as of the Effective Time, the Surviving Entity is deemed to appoint the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligations or the rights of dissenting shareholders of the Merging Entity and to agree that it will promptly pay to any dissenting shareholders of the Merging Entity the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

10. Amendment; Abandonment. At any time before or after approval and adoption of this Plan by the shareholders of the Surviving Entity and shareholders of the Merging Entity but prior to the filing of the NC Articles of Merger and FL Articles of Merger, this Plan may be (a) amended as may be mutually agreed to in writing by the Surviving Entity and the Merging Entity, or (b) abandoned by either the Surviving Entity or the Merging Entity, in its sole discretion.

11. Counterparts. This Plan may be executed in any number of counterparts (including by facsimile or pdf attachment to electronic mail) each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument.

*[Signature Page Follows.]*



IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first above written.

COOPERATIVES COMPUTER CENTER, INC.

By: 

\_\_\_\_\_  
Scott Woodward  
Chief Executive Officer

APPLIED TECHNOLOGY SOLUTIONS, INC.

By: 

\_\_\_\_\_  
Scott Woodward  
Chief Executive Officer