

FROM

(THU) 6/23/05 12:59/85 12:58/NO. 4863333311_P. 1

821645

Florida Department of State
Division of Corporations
Public Access System

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.

(((H05000154740 3)))

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) 205-0380

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813) 229-2300
Fax Number : (813) 221-4210

RECEIVED

05 JUN 23 AM 8:00

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUN 23 PM 2:36

FILED

MERGER OR SHARE EXCHANGE

SCIENTIFIC ATLANTA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$113.75

Electronic Filing Menu

Corporate Filing

Public Access Help

FROM

(THU) 6. 23' 05 12:59/ST. 12:58/NO. 4863333311 P 2

((H05000154740 3)))

**ARTICLES OF MERGER
OF**

PRASARA TECHNOLOGIES, INC.
(a Florida Corporation)

and

SCIENTIFIC-ATLANTA PRIVATE NETWORKS, INC.
(a Florida corporation)

WITH AND INTO

SCIENTIFIC ATLANTA, INC.
(a Georgia Corporation)

FILED
05 JUN 23 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, *Florida Statutes*

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations enter into these Articles of Merger as follows:

- FIRST:** The name and jurisdiction of the surviving corporation is SCIENTIFIC ATLANTA, INC., a Georgia corporation, the parent corporation.
- SECOND:** The names and jurisdictions of the merging corporations are PRASARA TECHNOLOGIES, INC., a Florida corporation and a wholly owned subsidiary of SCIENTIFIC ATLANTA, INC., and SCIENTIFIC-ATLANTA PRIVATE NETWORKS, INC., a Florida corporation and a wholly owned subsidiary of SCIENTIFIC ATLANTA, INC.
- THIRD:** The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference in its entirety.
- FOURTH:** The merger shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida and a Certificate of Merger is filed with the Secretary of State of the State of Georgia.
- FIFTH:** The Plan of Merger was adopted by the board of directors of the surviving corporation on June 22, 2005 and shareholder approval was not required.
- SIXTH:** The Plan of Merger was adopted by the board of directors of the merging corporations on June 22, 2005 and shareholder approval was not required.

((H05000154740 3)))

FROM

(THU) 6.23'05 12:59/ST. 12:58/NO. 4863333311 P 3

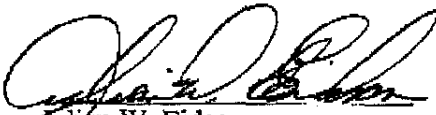
((H05000154740 3)))

IN WITNESS WHEREOF, each of the constituent entities to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representative this 22nd day of June, 2005.

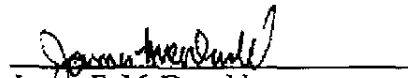
SCIENTIFIC ATLANTA, INC., a Georgia corporation

ATTEST:

By:


Julian W. Eidson
Sr. VP, CFO & Treasurer

By:


James F. McDonald
President & Chief Executive Officer

SCIENTIFIC-ATLANTA PRIVATE NETWORKS, INC., a Florida corporation

ATTEST:

By:


Angela M. Woo, Secretary

By:


Steven D. Boyd, President

PRASARA TECHNOLOGIES, INC., a Florida corporation

ATTEST:

By:


Angela M. Woo, Secretary

By:


Steven D. Boyd, President

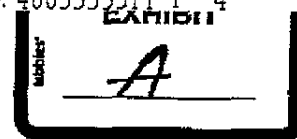
((H05000154740 3)))

FROM

(THU) 6.23'05 12:59/ST.12:58/NO.4863333311 P.4

((H05000154740 3)))

AGREEMENT AND PLAN OF MERGER



THIS AGREEMENT AND PLAN OF MERGER, dated this 22nd day of June, 2005, is made and entered into by and between **SCIENTIFIC ATLANTA, INC.**, a Georgia corporation (the "**PARENT SURVIVING CORPORATION**") and each of **SCIENTIFIC-ATLANTA PRIVATE NETWORKS, INC.**, a Florida corporation and a wholly-owned subsidiary of the PARENT SURVIVING CORPORATION, and **PRASARA TECHNOLOGIES, INC.**, a Florida corporation and a wholly-owned subsidiary of the PARENT SURVIVING CORPORATION (collectively, the "**SUBSIDIARIES**"). The SUBSIDIARIES and the PARENT SURVIVING CORPORATION are sometimes referred to collectively hereinafter as the "**CONSTITUENT CORPORATIONS**").

WITNESSETH:

WHEREAS, the PARENT SURVIVING CORPORATION is a corporation duly organized under the laws of the State of Georgia, having an authorized capital stock of 400,000,000 shares, consisting of 350,000,000 shares of a single class of common stock having a par value of \$0.50 per share, and 50,000,000 shares of preferred stock having a par value of \$0.50 per share; of which as of the date hereof 164,992,376 shares of common stock and no shares of preferred stock are validly issued and outstanding; and

WHEREAS, the SUBSIDIARIES are corporations duly organized under the laws of the State of Florida, having authorized capital stock, respectively, as follows: (i) Prasara Technologies, Inc. has authorized capital stock of (a) 10,000,000 shares of common stock having a par value of \$0.001 per share, of which as of the date hereof, 1,000 shares of common stock are validly issued and outstanding; and (b) 100,000 shares of Series A Preferred stock having a par value of \$0.001 of which, as of the date hereof, no shares of Series A Preferred stock are validly issued and outstanding; and (ii) Scientific-Atlanta Private Networks, Inc. has authorized capital stock of (a) 1,500 shares of Class A Common Stock having a par value of \$1.00 per share, of which, as of the date hereof, 1,500 shares of Class A Common Stock are validly issued and outstanding, and (b) 1,500 shares of Class B Common Stock having a par value of \$1.00 per share, of which, as of the date hereof, no shares of Class B Common Stock are validly issued and outstanding; and

WHEREAS, the PARENT SURVIVING CORPORATION owns one hundred percent (100%) of the issued and outstanding common stock of the SUBSIDIARIES; and

WHEREAS, pursuant to Section 607.1104(1)(b) of the Florida Business Corporation Act, the Board of Directors of the PARENT SURVIVING CORPORATION deems it advisable that the SUBSIDIARIES be merged with and into the PARENT SURVIVING CORPORATION which shall be the surviving corporation and that the name of the surviving corporation remain **SCIENTIFIC ATLANTA, INC.**

NOW, THEREFORE, the SUBSIDIARIES and the PARENT SURVIVING CORPORATION hereby agree that the SUBSIDIARIES shall be merged with and into the PARENT SURVIVING CORPORATION in accordance with applicable laws of the States of

((H05000154740 3)))

((H05000154740 3)))

Florida and Georgia and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I
The Constituent Corporations

The names of the CONSTITUENT CORPORATIONS are PRASARA TECHNOLOGIES, INC. (Florida Document No. P97000098896); SCIENTIFIC-ATLANTA PRIVATE NETWORKS, INC. (Florida Document No. F88563); and SCIENTIFIC ATLANTA, INC. (Florida Document No. 821645).

ARTICLE II
The Merger

On the Effective Date (as hereinafter defined) the SUBSIDIARIES shall be merged with and into the PARENT SURVIVING CORPORATION (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of *Florida Statutes* Chapter 607 ("Florida Law") and the provisions of *Official Code of Georgia Annotated* Section 14-2-1101, *et seq.* ("Georgia Law").

ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the CONSTITUENT CORPORATIONS shall be a single corporation which shall be the PARENT SURVIVING CORPORATION. From and after such filing, the separate existence of the SUBSIDIARIES shall cease, while the corporate existence of the PARENT SURVIVING CORPORATION shall continue unaffected and unimpaired. The PARENT SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under Georgia Law. The PARENT SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the CONSTITUENT CORPORATIONS. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the CONSTITUENT CORPORATIONS shall be taken and deemed to be transferred to and vested in the PARENT SURVIVING CORPORATION without further act or deed. The title to any real estate, or any interest therein vested in either of the CONSTITUENT CORPORATIONS, shall not revert or be in any way impaired by reason of such Merger. The PARENT SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the CONSTITUENT CORPORATIONS, and any claim existing or action or proceeding pending by or against any of the CONSTITUENT CORPORATIONS may be prosecuted as if such Merger had not taken place, or the PARENT SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the CONSTITUENT CORPORATIONS shall be impaired by such Merger.

((H05000154740 3)))

FROM

(THU) 6. 23' 05 13:00/ST. 12:58/NO. 4863333311 P 6

((H05000154740 3)))

ARTICLE IV

Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the PARENT SURVIVING CORPORATION as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed only as provided therein and in accordance with applicable law.

The persons who shall serve as the Directors of the PARENT SURVIVING CORPORATION shall be those persons who, on and as of the date hereof, act as members of the Board of Directors of the SURVIVING CORPORATION.

The persons who shall continue to serve as the officers of the PARENT SURVIVING CORPORATION and the respective offices in which they shall serve shall be those persons who, on and as of the date hereof, act as corporate officers of the SURVIVING CORPORATION, including, without limitation:

NAME	OFFICE
James F. McDonald	President and Chief Executive Officer
Dwight B. Duke	Senior Vice President
Julian W. Eidson	Senior Vice President, CFO & Treasurer
H. Allen Ecker	Executive Vice President
Michael C. Veysey	Sr. VP, General Counsel & Corporate Secretary

ARTICLE V

Treatment of Shares of Constituent Corporations and Surrender of Certificates

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the shares of Common Stock of each of the CONSTITUENT CORPORATIONS currently held by the Shareholders of those corporations shall be treated in the following manner:

1. Each share of the Common Stock of the PARENT SURVIVING CORPORATION issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the PARENT SURVIVING CORPORATION and there shall be no distributions of cash or securities with respect thereto.

2. Each share of the Common Stock of each of the SUBSIDIARIES issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be cancelled.

((H05000154740 3)))

FROM .

(THU) 6.23'05 13:01/ST.12:58/NO.4863333311 P 7

((H05000154740 3)))

ARTICLE VI

Approvals by Board of Directors and Shareholders

This Agreement and Plan of Merger shall be approved by the Board of Directors of the PARENT SURVIVING CORPORATION as provided by Georgia Law and Florida Law. Pursuant to the provisions of Georgia Law and Florida Law, no approval of any of the shareholders of either of the SUBSIDIARIES or of the PARENT SURVIVING CORPORATION is required in order to effectuate the Merger. Upon approval by the Board of Directors of the PARENT SURVIVING CORPORATION, Articles of Merger meeting the requirements of Florida Law, and a Certificate of Merger meeting the requirements of Georgia Law, shall be filed immediately in the appropriate respective office in the States of Florida and Georgia.

ARTICLE VII

Effective Date

The Merger of the SUBSIDIARIES into the PARENT SURVIVING CORPORATION shall become effective upon the latest to occur of the filing of the Articles of Merger in accordance with Florida Law or the filing of the Certificate of Merger in accordance with Georgia Law. The date on which the Merger shall ultimately become effective is herein called the "Effective Date".

ARTICLE VIII

Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of the PARENT SURVIVING CORPORATION at any time prior to the filing of the Articles of Merger.

ARTICLE IX

Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

[Signatures on following page.]

((H05000154740 3)))

FROM *

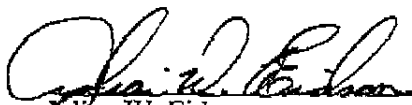
(THU) 6. 23' 05 13:01/ST. 12:58/NO. 4863333311 P 8

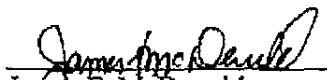
((H05000154740 3)))

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

SCIENTIFIC ATLANTA, INC., a Georgia corporation

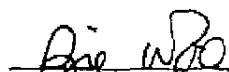
ATTEST:

By: 
Julian W. Eidson
Senior VP, CFO & Treasurer

By: 
James F. McDonald
President and Chief Executive Officer

SCIENTIFIC-ATLANTA PRIVATE NETWORKS, INC., a Florida corporation

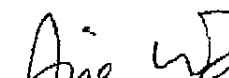
ATTEST:

By: 
Angela M. Woo, Secretary

By: 
Steven D. Boyd, President

PRASARA TECHNOLOGIES, INC., a Florida corporation

ATTEST:

By: 
Angela M. Woo, Secretary

By: 
Steven D. Boyd, President

((H05000154740 3)))