

F06000003791

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200087386092

02/07/07--01049--001 **35.00

FILED

07 FEB -7 PM 1:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007-01-07



545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310-1686
TEL: (201) 469-2000

January 31, 2007

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Sysdome, Inc- Change of Name Amendment
Document #: F06000003791

Dear Sir or Madam:

Please be advised that Sysdome, Inc. has changed its name to Interthinx, Inc.

The jurisdiction of incorporation remains the same, therefore, please find enclosed for filing a completed Application By Foreign Corporation to file an Amendment to the application for authorization to transact business in the state of Florida.

Also, enclosed is the requisite filing fee along with a certificate from the referenced corporation state of incorporation, evidencing the name change.

You may contact me directly at (201) 469-2967 with your questions or comments with respect to this filing.

Thank You.

A handwritten signature in black ink, appearing to read 'Ayesha Mantey', is written over the 'Thank You.' text.

Ayesha Mantey
Paralegal

Enclosure:

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sysdome, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F06000003791

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ayesha Mantey
(Name of Contact Person)

Insurance Services Office, Inc.
(Firm/Company)

545 Washington Boulevard
(Address)

Jersey City, NJ 07310
(City/State and Zip Code)

For further information concerning this matter, please call:

Ayesha Mantey at (201) 469-2967
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

(Pursuant to s. 607.1504, F.S.)

SECTION I

(Document number of corporation (if known))

Sysdome, Inc.

California

May 30, 2006

SECTION II

its jurisdiction of incorporation? January 1, 2007

Interthinx, Inc.

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

Perpetual

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kenneth E. Thompson

Secretary

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 13 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 21 2006

A handwritten signature in cursive script, reading "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

A0654074

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 20 2006

AGREEMENT OF MERGER

OF

**EFFECTIVE
DATE**

APPINTELLIGENCE, INC.
(a Delaware Corporation)

JAN 01 2007

into

SYSDOME, INC.
(a California Corporation)

This Agreement of Merger has been entered into on December 20, 2006 by APPINTELLIGENCE, INC., a Delaware corporation, and approved by resolution adopted by its Board of Directors on December 20, 2006 and by resolution adopted by its sole shareholder on December 20, 2006, and has been entered into on December 20, 2006 by SYSDOME, INC., a California corporation, and approved by resolution adopted by its Board of Directors on December 20, 2006 and by resolution adopted by its sole shareholder on December 20, 2006.

STATEMENT OF PURPOSE:

A. AppIntelligence, Inc. (the "Terminating Corporation") is a business corporation of the State of Delaware with its registered office located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

B. The total number of shares of stock which the Terminating Corporation has authority to issue is 1,000 shares of common stock, par value \$.01 per share, of which 1,000 shares are issued and outstanding.

C. Sysdome, Inc. (the "Surviving Corporation") is a business corporation of the State of California with its registered office located at 2730 Gateway Oaks Drive, Suite 100, Sacramento, California 95852-6036.

D. The total number of shares of stock which the Surviving Corporation has authority to issue is 20,000,000 shares of common stock, no par value, of which 100 shares are issued and outstanding, and 5,902,862 shares of preferred stock, consisting of 2,067,862 shares of Series A Convertible Preferred Stock, no par value per share, of which no shares are issued and outstanding, and 3,835,000 shares of Series B Convertible Preferred Stock, no par value per share, of which no shares are issued and outstanding.

E. The General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction.

F. The Corporations Code of the State of California permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of California.

G. The Terminating Corporation and the Surviving Corporation and the respective Boards of Directors of each of them declare it advisable and to the advantage and best interests of the constituent corporations and their common sole stockholder to merge the Terminating Corporation with and into Surviving Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Corporations Code of the State of California, upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual agreement of the parties hereto, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, are hereby determined and agreed upon as set forth below.

1. This Agreement of Merger, and the merger contemplated hereby shall become effective at 12:01 a.m. on January 1, 2007 (the "Effective Time") after this Agreement of Merger has been filed with the Secretary of State of the State of California in accordance with Section 1103 of the Corporations Code of the State of California and a Certificate of Merger has been filed with the Secretary of State of the State of Delaware in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

2. The Terminating Corporation will, pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Corporations Code of the State of California, be merged with and into a single corporation, the Surviving Corporation, which will be the surviving corporation from and after the Effective Time, pursuant to the provisions of the Corporations Code of the State of California. The separate existence of the Terminating Corporation will cease at the Effective Time in accordance with the provisions of the General Corporation Law of the State of Delaware.

3. As of the Effective Time, the Amended and Restated Articles of Incorporation of the Surviving Corporation will be amended and restated to read as set forth in the Restated Articles of Incorporation annexed hereto and such Restated Articles of Incorporation will continue to be the Articles of Incorporation of the Surviving Corporation, as amended hereby, until amended and changed pursuant to the provisions of the Corporations Code of the State of California.

4. The present By-Laws of the Surviving Corporation will be the By-Laws of the Surviving Corporation after the Effective Time of the merger provided for herein, and will continue in full force and effect until changed, altered, or amended and in the manner prescribed by the provisions of the Corporations Code of the State of California.

5. The directors and officers in office of the Surviving Corporation at the Effective Time of the merger will be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom will hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

6. Each issued share of stock of the Terminating Corporation will, from and after the Effective Time, be cancelled without consideration and of no further force and effect. The issued shares of common stock of the Surviving Corporation will not be converted or exchanged in any manner, but each such share which has been issued prior to the Effective Time of the merger will continue to represent one issued share of common stock of the Surviving Corporation.

7. The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Terminating Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger provided for herein, including any suit or other proceeding to enforce the right of any stockholder of the Terminating Corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings, and hereby specifies the following address outside of the State of Delaware to which a copy of any process shall be mailed by the Secretary of State of the State of Delaware:

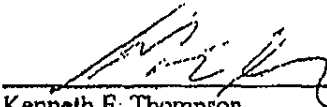
c/o Insurance Services Office Inc.
545 Washington Boulevard
Jersey City, New Jersey 07310
Attn: Kenneth E. Thompson, Esq.
Senior Vice President, General Counsel
and Secretary

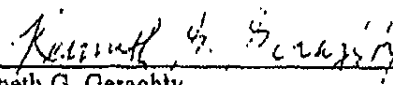
8. In the event that this Agreement of Merger will have been fully approved and adopted on behalf of the Terminating Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and on behalf of the Surviving Corporation in accordance with the provisions of the Corporations Code of the State of California, the constituent corporations hereby agree that they will cause to be executed and filed and recorded any document prescribed by the laws of the State of Delaware and by the laws of the State of California, and that they will cause to be performed all necessary acts within the State of Delaware and the State of California and elsewhere to effectuate the merger provided for herein.

9. The Boards of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger provided for herein.

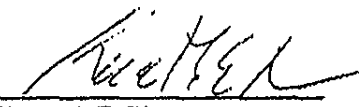
IN WITNESS WHEREOF, this Agreement of Merger is hereby executed on behalf of each of the constituent corporations.

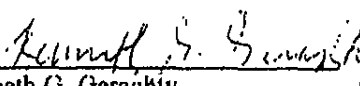
APPINTELLIGENCE, INC.,
a Delaware corporation


Kenneth E. Thompson
Secretary

By: 
Kenneth G. Geraghty
Vice President and Treasurer

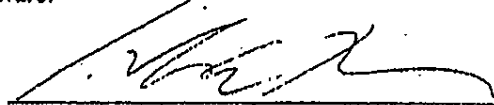
SYSDOME, INC., a California corporation


Kenneth E. Thompson
Secretary

By: 
Kenneth G. Geraghty
Vice President and Treasurer

CERTIFICATE OF SECRETARY OF APPINTELLIGENCE, INC.

The undersigned, being the Secretary of APPINTELLIGENCE, INC., hereby certifies that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of such corporation, in accordance with the provisions of the General Corporation Law of the State of Delaware.

A handwritten signature in dark ink, appearing to read 'K. E. Thompson', is written over a horizontal line.

Kenneth E. Thompson, Secretary

CERTIFICATE OF SECRETARY OF SYSDOME, INC.

The undersigned, being the Secretary of SYSDOME, INC., hereby certifies that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of such corporation, in accordance with the provisions of the Corporations Code of the State of California.


Kenneth E. Thompson, Secretary

RESTATED
ARTICLES OF INCORPORATION
OF
SYSDOME, INC.

The undersigned, Kenneth G. Geraghty and Kenneth E. Thompson, hereby certify that:

FIRST: They are the duly elected and acting Vice President and Treasurer, and Secretary, respectively, of SYSDOME, INC., a California corporation (the "Corporation").

SECOND: The Articles of Incorporation of the Corporation, as previously amended and restated, are hereby further amended and restated to read in full as follows:

"Article I

The name of the Corporation is Interthinx, Inc.

Article II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Article III

The total number of shares of capital stock which the Corporation has the authority to issue is 100, no par value per share. All shares are of one class and are shares of common stock.

Article IV

Subject to the provisions of the Corporations Code of the State of California, the number of Directors of the Corporation shall be determined as provided by the By-Laws.

Article V

A. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

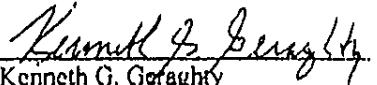
B. To the extent permitted by the laws of the State of California, as they may be amended from time to time, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure judgment in its favor) by reason of the fact that the person is or was an agent (as defined in Section 317 of the Corporations Code of the State of California) of the Corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful.

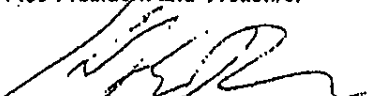
C. This Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code of the State of California) through by-law provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code of the State of California subject only to the applicable limits set forth in Section 204 of the Corporations Code of the State of California with respect to actions for breach of duty to the Corporation and its shareholders."

THIRD: The foregoing amendment to and restatement of the Amended and Restated Articles of Incorporation of the Corporation has been approved and duly adopted in accordance with the provisions of the Corporations Code of the State of California by the Board of Directors of the Corporation having duly adopted such amendment and restatement by unanimous written consent, effective at 12:01 a.m. on January 1, 2007.

FOURTH: The foregoing amendment to and restatement of the Amended and Restated Articles of Incorporation of the Corporation has been approved and duly adopted by the required vote of the shareholders of the Corporation in accordance with Section 903 of the Corporations Code of the State of California. The total number of outstanding shares of the Corporation is 100 shares of common stock, no par value. There are no shares of Series A Preferred Stock or Series B Preferred Stock outstanding. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of each class or series.

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.


Kenneth G. Geraghty
Vice President and Treasurer


Kenneth E. Thompson
Secretary

**CERTIFICATE OF APPROVAL
OF AGREEMENT OF MERGER**

Kenneth G. Geraghty and Kenneth E. Thompson certify that:

1. They are the Vice President and Secretary, respectively, of AppIntelligence, Inc., a Delaware corporation (the "**Terminating Corporation**").

2. The principal terms set forth in the Agreement and Plan of Merger in the form attached hereto (the "**Agreement of Merger**") by and between the Terminating Corporation and Sysdome, Inc., a California corporation (the "**Surviving Corporation**"), providing for the merger of the Terminating Corporation with and into the Surviving Corporation, were duly approved by the Board of Directors and the sole shareholder of the Terminating Corporation.

3. The total number of shares of stock which the Terminating Corporation has authority to issue is 1,000 shares of common stock, par value \$.01 per share ("**Common Stock**"), of which 1,000 shares are issued and outstanding.

4. The approval of more than 50% of the outstanding shares of Common Stock was required.

5. The Agreement of Merger was approved by a unanimous vote of all of the issued and outstanding shares of common stock of the Terminating Corporation. The number of shares voting in favor of the merger and the terms of the Agreement of Merger equaled or exceeded the vote required.

[The remainder of this page is intentionally blank.]

We further declare, under penalty of perjury, under the laws of the State of California, that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 20, 2006

By: Kenneth G. Goraghty
Kenneth G. Goraghty
Vice President and Treasurer

By: Kenneth E. Thompson
Kenneth E. Thompson
Secretary

**CERTIFICATE OF APPROVAL
OF AGREEMENT OF MERGER**

Kenneth G. Geraghty and Kenneth E. Thompson certify that:

1. They are the Vice President and Secretary, respectively, of Sysdome, Inc., a California corporation (the "Surviving Corporation").
2. The principal terms set forth in the Agreement and Plan of Merger in the form attached hereto (the "Agreement of Merger") by and between the Surviving Corporation and AppIntelligence, Inc., a Delaware corporation (the "Terminating Corporation"), providing for the merger of the Terminating Corporation with and into the Surviving Corporation, were duly approved by the Board of Directors and the sole shareholder of the Surviving Corporation.
3. The total number of shares of stock which the Surviving Corporation is authorized to issue is 20,000,000 shares of common stock, no par value ("Common Stock") and 5,902,862 shares of preferred stock, consisting of 2,067,862 shares of Series A Convertible Preferred Stock ("Series A Stock") and 3,835,000 shares of Series B Convertible Preferred Stock ("Series B Stock", and together with Series A Stock, the "Preferred Stock"). The total number of shares entitled to vote on the Agreement of Merger was 100 shares of Common Stock. There are no shares of Preferred Stock outstanding.
4. The approval of more than 50% of the outstanding shares of Common Stock was required.
5. The Agreement of Merger was approved by a unanimous vote of all of the issued and outstanding shares of Common Stock of the Surviving Corporation. The number of shares voting in favor of the merger and the terms of the Agreement of Merger equaled or exceeded the vote required.

[The remainder of this page is intentionally blank.]

We further declare, under penalty of perjury, under the laws of the State of California, that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 20, 2006

By: Kenneth G. Geraghty
Kenneth G. Geraghty
Vice President and Treasurer

By: Kenneth E. Thompson
Kenneth E. Thompson
Secretary

