

06/28/2005 11:46

850222 615

CT CORP

PAGE 01/06

Division of Corporations

Page 1 of 1

F50372

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.

((H05000157218 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

Attn: Teresa

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

*please refil and
backdate to 6/27/05
thanks!
Jmujir*

RECEIVED

05 JUN 28 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SUNGARD HTE INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 086 |
| Estimated Charge | \$70.00 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUN 27 PM 3:42

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

EFFECTIVE DATE

6-30-05

Division of Corporations

Page 1 of 1

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.

(((H05000157218 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 : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

RECEIVED
05 JUN 27 AM 8:00
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**SUNGARD HTE INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$70.00 |

[Electronic Filing Menu](#)[Corporate Filing](#)[Public Access Help](#)

05/28/2005 11:46
850-205-0381

8582227615

6/28/2005 11:06

CT CORP

PAGE 001/001

Florida Dept of State
PAGE 02/06



FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

June 28, 2005

SUNGARD HTE INC.
1000 BUSINESS CENTER DRIVE
LAKE MARY, FL 32746

SUBJECT: SUNGARD HTE INC.
REF: F50372

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is OPEN SOFTWARE SOLUTIONS, INC.. Please add the comma after the word solutions.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H05000157218
Letter Number: 205A00043585

06/28/2005 11:46

8502227515

CT CORP

PAGE 03/06

JUN-24-2005 11:48

C T CORP.

215 561 2951 P.03

ARTICLES OF MERGER

(Profit Corporations)

EFFECTIVE DATE
6-30-05

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|------------------|---------------------|--|
| SunGard HTE Inc. | Florida | F50372 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------------------|---------------------|--|
| Open Software Solutions, Inc. | North Carolina | F00000006534 |
| | | |
| | | |
| | | |
| | | |

FILED
 05 JUN 27 PM 3:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 6 / 30th / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 June 15, 2005 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 June 15, 2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SunGard HTE Inc.

Open Software Solutions Inc.

Gilbert O. Santos, President

Gilbert O. Santos, President

AGREEMENT AND PLAN OF MERGER**Parties:**

OPEN SOFTWARE SOLUTIONS, INC.,
a North Carolina corporation ("OSSSI" or the "Merged Corporation")
4000 OSSSI Court
High Point, NC 27265

SUNGARD HTE INC.,
a Florida corporation ("HTE" or the "Surviving Corporation")
1000 Business Center Drive
Lake Mary, FL 32746

Dated:

June 15, 2005

Background: OSSSI and HTE are each a wholly-owned subsidiary of SunGard Investment Ventures, Inc., a Delaware corporation. For various business and tax reasons, the Board of Directors of each of OSSSI and HTE has determined that it is advisable and in the best interest of each corporation and their respective shareholder that OSSSI be merged with and into HTE, whereby the surviving corporation would be a direct subsidiary of SunGard Investment Ventures, Inc. The merger of OSSSI with and into HTE (the "Merger") will be effected on the terms stated in this Agreement and Plan of Merger ("Agreement"). The Board of Directors and the shareholder of OSSSI and HTE have each unanimously adopted resolutions approving this Agreement in the manner required by the laws of their respective jurisdictions. Accordingly, Articles of Merger will be executed and filed with the Secretary of State of the State of North Carolina, and Articles of Merger will be filed with the Secretary of State of the State of Florida.

INTENDING TO BE LEGALLY BOUND, OSSSI and HTE hereby adopt this Agreement, and agree that OSSSI shall be merged with and into HTE on the following terms:

1. **Merger.** On the Effective Date (as hereinafter defined), OSSSI shall be merged with and into HTE and all property of OSSSI, real, personal and mixed, and all assets, rights, privileges, powers and all and every other interest (collectively, the "Property") shall vest in HTE without any other instrument, and thereafter be as effectually the property of HTE as it was of OSSSI, in compliance with the Florida Business Corporation Act and the North Carolina Business Corporation Act, and HTE shall become subject to all the debts and liabilities of OSSSI as if HTE had itself incurred them, and further the Merger shall have the effect provided for under such laws. The title to any real estate vested by deed or otherwise under the laws of North Carolina, the laws of Florida, or any other jurisdiction, shall not revert or be in any way impaired by reason of the Merger. The distribution of the Property of OSSSI shall be in complete redemption of all of its outstanding capital stock. HTE shall be the corporation surviving the Merger and shall continue to exist and to be governed by the laws of the State of Florida. The corporate existence and identity of HTE, with its purposes and powers, shall continue unaffected and unimpaired by the Merger, and HTE shall succeed to and be fully vested with the corporate existence and identity of OSSSI. The separate corporate existence and identity of OSSSI shall cease upon the Effective Date, and OSSSI and HTE shall be a single Florida corporation. On the Effective Date, all outstanding shares of capital stock of OSSSI shall be cancelled without consideration, and all outstanding shares of capital stock of HTE shall be unaffected by the Merger.

2. **Name and Registered Office of Surviving Corporation.** On the Effective Date, the name of the Surviving Corporation shall be SunGard HTE Inc. with its registered agent being C T Corporation System, located at 1200 S. Pine Island Road, Plantation, FL 33324.

3. **Assumption of Fees and Franchise Taxes.** The Surviving Corporation will be responsible for the payment of all fees and franchise taxes of the merged corporation and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

4. **Articles of Incorporation of Survivor.** Immediately after the Merger, the Articles of Incorporation of the Surviving Corporation shall be the same as before the Merger.

5. **Bylaws.** Immediately after the Merger, the bylaws of the Surviving Corporation shall be the same as before the Merger.

6. **Directors and Officers.** Immediately after the Merger, the directors and officers of the Surviving Corporation shall be the same as before the Merger.

7. **Effective Date.** As used in this Agreement, "Effective Date" shall mean June 30, 2005, 11:59 PM EST.

8. **Termination.** This Agreement may be terminated or abandoned by either party hereto without further shareholder action at any time prior to the filing of the Articles of Merger.

9. **Location and Copies of Agreement.** Copies of the executed Agreement shall be on file at 680 East Swedesford Road, Wayne, PA 19087 and copies will be furnished by the Surviving Corporation, upon written request and without cost, to any shareholder of any of the constituent corporations.

9. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original hereof, and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart hereof.

10. **Severability.** If any provision of this Agreement is construed to be invalid, illegal or unenforceable, then the remaining provisions hereof shall not be affected thereby and shall be enforceable without regard thereto.

11. **Section Headings.** Section headings in this Agreement are for convenience of reference only and do not constitute a part of this Agreement and shall not affect its interpretation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their authorized officers and have caused this Agreement to be executed by their duly authorized officers on the day and year first above written.

OPEN SOFTWARE SOLUTIONS, INC.

By: Gilbert O. Santos
Gilbert O. Santos, President

Attest: Leslie S. Brush
Leslie S. Brush, Secretary

SUNGARD HTE INC.

By: Gilbert O. Santos
Gilbert O. Santos, Vice President

Attest: Leslie S. Brush
Leslie S. Brush, Secretary