

F50372

Florida Department of State
Division of Corporations
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10-31-03

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SUNGARD HTE INC.

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F50372

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 30, 2003

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

SUBJECT: SUNGARD HTE INC.
REF: F50372

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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.

The document number for HET-PHOENIX SYSTEMS, INC., is P99000011596. Please correct the document. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Teresa Brown
Document Specialist

FAX Aud. #: R03000306735
Letter Number: 003A00059194

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
10-31-03

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)
<u>SunGard HTE Inc.</u>	<u>Florida</u>	<u>F50372</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>HTE-Jalan, Inc.</u>	<u>Florida</u>	<u>P97000101866</u>
<u>HTE-Kb Systems, Inc.</u>	<u>Florida</u>	<u>P97000103761</u>
<u>HTE-Phoenix Systems, Inc.</u>	<u>Florida</u>	<u>P99000011596</u>
_____	_____	_____
_____	_____	_____

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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 10 / 31 / 03 (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 October 28, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

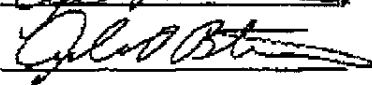
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 28, 2003

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

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>SunGard HTE Inc.</u>		<u>Andrew P. Bronstein, Asst. Vice President</u>
<u>HTE-Jalan, Inc.</u>		<u>Andrew P. Bronstein, Asst. Vice President</u>
<u>HTE-Kb Systems, Inc.</u>		<u>Andrew P. Bronstein, Asst. Vice President</u>
<u>HTE-Phoenix Systems, Inc.</u>		<u>Andrew P. Bronstein, Asst. Vice President</u>
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AGREEMENT AND PLAN OF MERGER

Parties:

HTE-Jalan, Inc.,
a Florida corporation ("Jalan")
140 South Arthur, Suite 400
Spokane, WA 99202

HTE-Kb Systems, Inc.,
a Florida corporation ("KB")
1000 Business Center Drive
Lake Mary, FL 32746

HTE-Phoenix Systems, Inc.,
a Florida corporation ("Phoenix")
220 Main Street South
Southbury, CT 06488

SunGard HTE Inc.,
a Florida corporation ("HTE")
1000 Business Center Drive
Lake Mary, FL 32746

Dated: October 28, 2003

BACKGROUND

Jalan, KB and Phoenix are sister corporations and are wholly owned subsidiaries of HTE. For various business and tax reasons the Boards of Directors of Jalan, KB, Phoenix and HTE have each determined that it is in the best interests of each corporation and their respective shareholders that Jalan, KB and Phoenix be merged with and into HTE, with HTE as the corporation surviving the merger. The merger of Jalan, KB and Phoenix with and into HTE (the "Merger") will be effected on the terms stated in this Agreement and Plan of Merger (the "Agreement"). Accordingly, the Boards of Directors and the respective shareholders of each of Jalan, KB, Phoenix and HTE, have unanimously adopted resolutions approving the Merger and this Agreement in the manner required by law. Accordingly, Articles of Merger will be executed and filed with the Office of the Secretary of State of the State of Florida.

INTENDING TO BE LEGALLY BOUND HEREBY, Jalan, KB, Phoenix and HTE do each adopt this Agreement and Plan of Merger and agree that the Jalan, KB and Phoenix shall be merged with and into HTE on the following terms:

1. **Merger.** On the Effective Date (as defined below), Jalan, KB and Phoenix shall be merged with and into HTE and all property of Jalan, KB and Phoenix, real, personal and mixed, and all assets, rights, privileges, powers and all and every other interest (collectively, the "Property"), shall vest in HTE by virtue of the Merger, and thereafter be as effectually the property of HTE as it was formerly of Jalan, KB and Phoenix, in compliance with the Florida Business Corporations Act, and the Merger shall have the effect provided for under such laws. The distribution of the Property of Jalan, KB and Phoenix shall be in complete redemption of all of their outstanding capital stock. HTE (sometimes hereinafter

referred to as the "Surviving Corporation") shall be the surviving corporation of 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 each of Jalan, KB and Phoenix. The separate corporate existence and identity of each of Jalan, KB and Phoenix shall cease upon the Effective Date, and Jalan, KB, Phoenix and HTE shall be a single Florida corporation. On the Effective Date, all outstanding shares of capital stock of each of Jalan, KB and Phoenix shall be cancelled, 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 the same as before the Merger with its principal place of business at 1000 Business Center Drive, Lake Mary, FL 32746.

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

4. **Officers and Directors.** The directors and officers of HTE on the Effective Date will continue as the directors and officers of the Surviving Corporation.

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

6. **Effective Date.** As used in this Agreement "Effective Date" shall mean October 31, 2003 at 11:59 PM EST.

7. **Termination.** This Agreement may be terminated or abandoned at any time before the Effective Date by any party hereto without further approval by the shareholders in accordance §607.1103 (9) of the Florida Business Corporations Act.

8. **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.

9. **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.

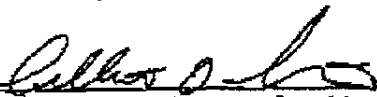
10. **Section Headings.** Section headings in this Agreement are for convenience of reference only and do not constitute a part of this Agreement and shall not affect its interpretation.

TOTAL P.07

Agreement and Plan of Merger
Page 3 of 3

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed by their authorized officers and such officers acknowledge, under penalty of perjury, that this instrument is the act and deed of each such corporation and that the facts stated herein are true.

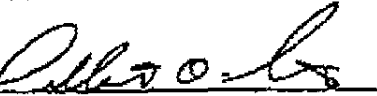
HTE-JALAN, INC.

By: 
Gilbert O. Santos, President

HTE-KB SYSTEMS, INC.

By: 
Gilbert O. Santos, President

HTE-PHOENIX SYSTEMS, INC.

By: 
Gilbert O. Santos, President

SUNGARD HTE INC.

By: 
Gilbert O. Santos, President