

# F70052

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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000009550700

*Merge*

EFFECTIVE DATE

*12/30/02*

RECEIVED

02 DEC 27 PM 12:59

DIVISION OF CORPORATION

FILED

02 DEC 27 PM 4:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*12/27/02*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NAI-BLOCK, INC., a Florida corporation F70052  
,

INTO

**PROMETRIC, INC.**, a Maryland entity not qualified in Florida.

File date: December 27, 2002, effective December 30, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



ACCOUNT NO. : 072100000032

REFERENCE : 870947 4332209

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 24, 2002

ORDER TIME : 11:33 AM

ORDER NO. : 870947-030

CUSTOMER NO: 4332209

CUSTOMER: Ms. Helen V. Stamatiadis  
The Thomson Corporation  
One Station Place

Stamford, CT 06902

ARTICLES OF MERGER

NAI/BLOCK INC.

INTO

PROMETRIC INC.

\*\*\*\*\*FILE 1ST\*\*\*\*\*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward, Ext. 1135

EXAMINER'S INITIALS:

12/30/02

ARTICLES OF MERGER

OF

NAI-BLOCK, INC.

AND

PROMETRIC, INC.

FILED  
02 DEC 27 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging NAI-BLOCK, INC. with and into PROMETRIC, INC. as approved by the Board of Directors of NAI-BLOCK, INC. on December 20, 2002 and adopted at a meeting by the Board of Directors of PROMETRIC, INC. on December 20, 2002.

2. The merger of NAI-BLOCK, INC. with and into PROMETRIC, INC. is permitted by the laws of the jurisdiction of organization of PROMETRIC, INC. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of PROMETRIC, INC. was December 20, 2002.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be December 30, 2002.

Executed on December 20, 2002.

NAI-BLOCK, INC.

By: Edward A. Friedland

Edward A. Friedland  
Vice President

PROMETRIC, INC.

By: Edward A. Friedland

Edward A. Friedland  
Vice President

## PLAN OF MERGER

1. PROMETRIC, INC., which is a business corporation of the State of Maryland and is the parent corporation and the owner of all of the outstanding shares of NAI-BLOCK, INC., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges NAI-BLOCK, INC. into PROMETRIC, INC. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of PROMETRIC, INC..
2. The separate existence of NAI-BLOCK, INC. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and PROMETRIC, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of NAI-BLOCK, INC. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of PROMETRIC, INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 Plan of Merger or of the merger herein provided for."