

F940000001258

(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

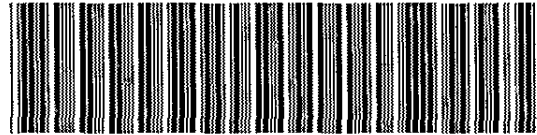
(Business Entity Name)

(Document Number)

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*merger*

09/22/06--01006--023 \*\*70.00

RECEIVED  
09 SEP 22 11:11:37

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 SEP 22 PM 4:27

*MA 9/25/06*

*\*00789, 00561, 00672*

CT Corporate System

September 22, 2006

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 6738193 SO  
Customer Reference 1: Black Box Mergers  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

GTC Technology Group, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

  
Ashley A. Mitchell  
Fulfillment Specialist  
Ashley.Mitchell@wolterskluwer.com



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
06 SEP 25 PM 3:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

September 22, 2006

CT CORPORATION SYSTEM

TALLAHASSEE, FL 32301

SUBJECT: BLACK BOX NETWORK SERVICES, INC. - GOVERNMENT  
SOLUTIONS

Ref. Number: F94000001258

We have received your document for BLACK BOX NETWORK SERVICES, INC.  
- GOVERNMENT SOLUTIONS and your check(s) totaling \$70.00. However, the  
enclosed document has not been filed and is being returned for the following  
correction(s):

For each corporation, the document must contain the date of adoption of the plan  
of merger or share exchange by the shareholders or by the board of directors  
when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call  
(850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 306A00056837

Fixed/Added!  
Please refile  
+ backdate  
to  
9/23/06.  
Thurs.  
APM

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 SEP 22 PM 4:27

**ARTICLES OF MERGER**  
**of**  
**GTC TECHNOLOGY GROUP, INC.**  
**(a Florida corporation)**  
**into**  
**BLACK BOX NETWORK SERVICES, INC. - GOVERNMENT SOLUTIONS**  
**(a Tennessee corporation)**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act ("Florida Statutes"), the following Articles of Merger are submitted to merge GTC Technology Group, Inc., a Florida corporation, with and into Black Box Network Services, Inc. - Government Solutions, a Tennessee corporation (the "Merger").

**FIRST:** The exact name, form/entity type and jurisdiction for the merging party (the "Merging Entity") are as follows:

Name	Jurisdiction	Form/Entity Type
GTC Technology Group, Inc.	Florida	profit corporation

**SECOND:** The exact name, form/entity type and jurisdiction for the surviving party (the "Surviving Entity") are as follows:

Name	Jurisdiction	Form/Entity Type
Black Box Network Services, Inc. - Government Solutions	Tennessee	profit corporation

**THIRD:** The attached plan of merger (the "Plan of Merger") was approved by the shareholders and board of directors of each domestic corporation that is a party to the Merger on September 22, 2006 in accordance with the applicable provisions of Chapter 607, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the shareholders and board of directors of each other business entity that is a party to the Merger on September 22, 2006 in accordance with the applicable laws of the state under which such other business entity is incorporated.

**FIFTH:** The Merger shall take effect upon the date of filing of these Articles of Merger.

**SIXTH:** The address of the principal office of the Surviving Entity in the state in which the Surviving Entity was incorporated is as follows:

1010 Haley Road  
Murfreesboro, TN 37129

**SEVENTH:** The Surviving Entity is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.

**EIGHTH:** The Surviving Entity has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the Merger the amount, if any, to which they are entitled under s. 607.1302, Florida Statutes.

Date: 9-22, 2006

**GTC TECHNOLOGY GROUP, INC.**

By: Michael McAndrew  
Michael McAndrew

Title: Secretary and Treasurer

Date: 9-22, 2006

**BLACK BOX NETWORK SERVICES, INC. -  
GOVERNMENT SOLUTIONS**

By: Michael McAndrew  
Michael McAndrew

Title: Secretary and Treasurer

**PLAN OF MERGER  
OF  
GTC TECHNOLOGY GROUP, INC.  
(a Florida corporation)  
AND  
BLACK BOX NETWORK SERVICES, INC. - GOVERNMENT SOLUTIONS  
(a Tennessee corporation)**

PLAN OF MERGER, effective as of April 14, 2005, by and between GTC Technology Group, Inc., a business corporation of the State of Florida ("GTC"), and Black Box Network Services, Inc. - Government Solutions, a business corporation of the State of Tennessee ("BBNS").

WHEREAS, GTC is a business corporation of the State of Florida; and

WHEREAS, BBNS is a business corporation of the State of Tennessee; and

WHEREAS, GTC and BBNS, acting through their respective Boards of Directors deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholders to merge GTC with and into BBNS pursuant to the applicable provisions of the Florida Business Corporation Act (the "Florida Act") and the Business Corporation Act of the State of Tennessee (the "Tennessee Act") upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, this Plan of Merger and the terms and conditions hereof and the merger contemplated hereby are agreed to as follows:

1. GTC and BBNS shall, pursuant to the provisions of the Tennessee Act and the provisions of the Florida Act, be merged with and into a single corporation, to wit, BBNS (the "Merger"), which shall be the surviving corporation from and after the effective time of the Merger, and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Tennessee Act. The separate existence of GTC, which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease at the said effective time of the Merger in accordance with the provisions of said laws.

2. The Charter of the Surviving Corporation at the effective time of the Merger shall continue to be the Charter of the Surviving Corporation, and said Charter shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Tennessee Act.

3. The Bylaws of the Surviving Corporation at the effective time of the Merger shall continue to be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Tennessee Act.

4. The directors and officers of the Surviving Corporation at the effective time of the Merger shall be the members of the Board of Directors and the officers of the

Surviving Corporation, all of whom shall 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 Bylaws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall be canceled without any consideration being provided therefor. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the Merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event that this Plan of Merger shall have been fully adopted on behalf of the Surviving Corporation in accordance with the provisions of the Tennessee Act, the said corporation will cause to be executed and filed and recorded any document or documents prescribed by the Tennessee Act, and will cause to be performed all necessary acts within the State of Tennessee and elsewhere to effectuate the Merger.

7. The Board of Directors and the proper officers 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 Plan of Merger or of the Merger.

[signatures follow]

IN WITNESS WHEREOF, this Plan of Merger is hereby signed by an authorized officer on behalf of the undersigned constituent corporations.

**GTC TECHNOLOGY GROUP, INC.**

September 22, 2006

By: Michael McAndrew  
Michael McAndrew

Title: Secretary and Treasurer

**BLACK BOX NETWORK SERVICES,  
INC. - GOVERNMENT SOLUTIONS**

September 22, 2006

By: Michael McAndrew  
Michael McAndrew

Title: Secretary and Treasurer