

F94000001258

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

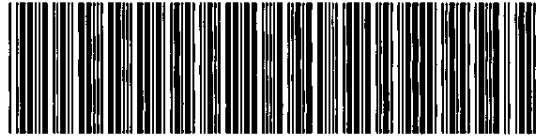
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06 NOV - 6 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2006 OCT 31 PM 1:34
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CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

October 31, 2006

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

FILED
06 NOV - 6 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6768907 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Networx, L.L.C. (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,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com



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Nov. 6th

October 31, 2006

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

FILED
06 NOV -6 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
06 NOV -6 PM 3:23
DEPT. OF STATE, FLORIDA

Re: Order #: 6768907 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Department of State, Florida:

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Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
06 NOV -6 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 31, 2006

C T CORPORATION SYSTEM

TALLAHASSEE, FL

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 \$60.00. However, the
enclosed document has not been filed and is being returned for the following
correction(s):

Please note that we have RETAINED your \$60.00 payment.

- ✓ Before the merger can be filed, NETWORKX, L.L.C. must be reinstated. The
TOTAL REQUIRED to file the reinstatement is \$150.00.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 406A00064456

CERTIFICATE OF MERGER
of
NETWORX, L.L.C.
(a Florida limited liability company)

FILED
06 NOV -6 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

The following Certificate of Merger is submitted to merge (the "Merger") the following Florida limited liability company in accordance with s. 608.4382, Florida Statutes ("F.S.").

FIRST: The exact name, form/entity type and jurisdiction for the merging party are as follows:

| Name | Jurisdiction | Form/Entity Type |
|-----------------|--------------|---------------------------|
| Networx, L.L.C. | Florida | limited liability company |

L99000003005

SECOND: The exact name, form/entity type and jurisdiction of the surviving party (the "Surviving Party") 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 each limited liability company that is a party to the Merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by each other business entity that is a party to the Merger in accordance with the applicable laws of the state under which such other business entity is formed.

FIFTH: The principal office address of the Surviving Party in the state in which it was formed is as follows:

1010 Haley Road
Murfreesboro, TN 37129

SIXTH: The Surviving Party has agreed to pay to any members with appraisal rights the amount to which such members are entitled under ss. 608.4351 - 608.43595, F.S.

[signatures follow]

NETWORKX, L.L.C.

By: BLACK BOX CORPORATION,
Sole Member

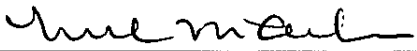
October 31, 2006

By: 
Michael McAndrew

Title: Vice President, Chief Financial Officer,
Secretary and Treasurer

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

October 31, 2006

By: 
Michael McAndrew

Title: Secretary and Treasurer

**PLAN OF MERGER
OF
NETWORK, L.L.C.
(a Florida limited liability company)
AND
BLACK BOX NETWORK SERVICES, INC. - GOVERNMENT SOLUTIONS
(a Tennessee corporation)**

PLAN OF MERGER, effective as of April 28, 2005, by and between Network, L.L.C., a limited liability company of the State of Florida ("Network"), and Black Box Network Services, Inc. - Government Solutions, a business corporation of the State of Tennessee ("BBNS").

WHEREAS, Network is a limited liability company of the State of Florida; and

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

WHEREAS, Network, acting through its sole member, and BBNS, acting through its Board of Directors, deem it advisable and to the advantage, welfare, and best interests of Network, its sole member, BBNS and its sole shareholder to merge Network with and into BBNS pursuant to the applicable provisions of the Florida Limited Liability Company 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. Network 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 Network, which is sometimes hereinafter referred to as the "Terminating Company," 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 membership interest of the Terminating Company 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 entities.

NETWORX, L.L.C.

By: BLACK BOX CORPORATION,
Sole Member

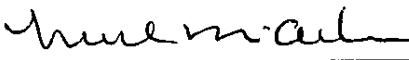
October 31, 2006

By: 
Michael McAndrew

Title: Vice President, Chief Financial
Officer, Secretary and Treasurer

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

October 31, 2006

By: 
Michael McAndrew

Title: Secretary and Treasurer