

F97000000355

(Requestor's Name)

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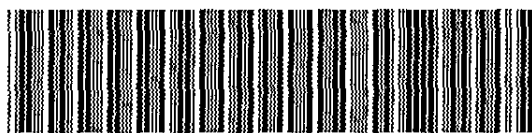
(Business Entity Name)

(Document Number)

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12/31/03

merged

RECEIVED
03 DEC 24 PM 4: 09
DIVISION OF CORPORATION

FILED
03 DEC 24 PM 4: 48
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

PR
12/26/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 374280 4388080

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 2003

ORDER TIME : 3:32 PM

ORDER NO. : 374280-060

CUSTOMER NO: 4388080

CUSTOMER: Mr. Matthew G. Colvin
The Titan Corporation
3033 Science Park Rd.

San Diego, CA 92121

ARTICLES OF MERGER

*****FILE 3RD*****

BTG TECHNOLOGY RESOURCES, INC.

INTO

BTG, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

EFFECTIVE DATE
= 12/31/03

ARTICLES OF MERGER
OF
BTG TECHNOLOGY RESOURCES, INC.
(a Florida corporation)
INTO
BTG, INC.
(a Virginia corporation)

FILED
03 DEC 24 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida


Pursuant to the provisions of the Florida Business Corporation Act, BTG, Inc., a Virginia corporation (the "*Company*") and BTG Technology Resources, Inc., a Florida corporation (the "*BTGTR*") do hereby adopt the following Articles of Merger:

1. Annexed hereto as *Exhibit A*, and made a part hereof, is a Plan of Merger for merging BTGTR with and into the Company, as approved by the Board of Directors of the Company on April 24, 2003 and adopted by the Board of Directors of BTGTR on April 24, 2003.
2. The merger of BTGTR with and into the Company is permitted by the laws of the Commonwealth of Virginia and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Company was April 24, 2003.
3. As to the Company, the aforesaid Plan of Merger was adopted in accordance with the Provisions of the Florida Business Corporation Act on April 24, 2003.
4. Shareholder Approval was not required for the merger.
5. The effective time and date of the merger herein provided for the State of Florida shall be upon acceptance of these Articles of Merger by the Secretary of State of the State of Florida, but in no case later than 11:59 p.m. on December 31, 2003.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company and BTGTR, the parties to the Merger, have caused these Articles of Merger to be signed in their respective corporate names as of the 23rd day of December 2003.

BTG TECHNOLOGY RESOURCES,
INC.

By: 
Name: Mark W. Sopp
Title: Senior Vice President

BTG TECHNOLOGY RESOURCES,
INC.

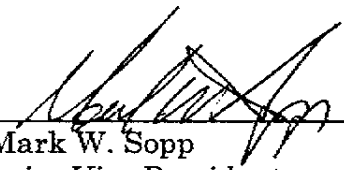
By: 
Name: Mark W. Sopp
Title: Senior Vice President

Exhibit A
Plan of Merger
(Attached)

PLAN OF MERGER
BTG TECHNOLOGY RESOURCES, INC.
WITH AND INTO
BTG, INC.

1. BTG, INC., which is a business corporation of the Commonwealth of Virginia (the "*Company*"), and is the owner of all of the out-standing shares of BTG TECHNOLOGY RESOURCES, INC., which is a business corporation of the State of Florida ("*BTGTR*"), hereby merges BTGTR into the Company pursuant to the provisions of the Florida Business Corporation Act and the laws of the Commonwealth of Virginia.

2. The separate existence of BTGTR shall cease upon the effective date of the merger pursuant to the provisions of the Florida Business Corporation Act; and the Company 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 BTGTR shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of the Company shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Company.


5. The Board of Directors and the proper officers of the Company 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.

6. The Company will continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

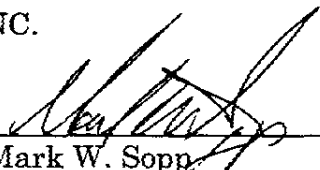
7. The merger herein certified shall become effective in the State of Florida upon the filing of this Plan of Merger and the Articles of Merger with the Department of State of the State of Florida, but in no case later than 11:59p.m. on December 31, 2003.

IN WITNESS WHEREOF, this Plan of Merger has been adopted and approved by all of the directors of BTGTR and the Company and BTGTR and the Company have caused it to be executed by the signature of the undersigned, all as of this 23rd day of December 2003.

BTG TECHNOLOGY RESOURCES, INC.

By: 
Name: Mark W. Sopp
Title: Senior Vice President

BTG, INC.

By: 
Name: Mark W. Sopp
Title: Senior Vice President