

F97000003474

CT CORPORATION

CORPORATION(S) NAME

Adapt Communication Supply Co. S. Fl. Inc. Merging into: Viewsonics In

FILED
2002 SEP -9 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 SEP -9 AM 11:06
STATE
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

9/9/02

Order#: 5577947

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Ref#: *****70.00 *****70.00

Amount: \$ _____

EFFECTIVE DATE
09-30-02

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADAPT COMMUNICATION SUPPLY CO. S. FL. INC., a Florida corporation,
P94000016717

into

VIEWSONICS, INC., a Delaware entity F97000003474

File date: September 9, 2002 , effective September 30, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- First:** The name and jurisdiction of the surviving corporation is: Viewsonics, Inc., a Delaware corporation.
- Second:** The name and jurisdiction of the merging corporation is: Adapt Communication Supply Co. S. Fl. Inc., a Florida corporation.
- Third:** The Plan of Merger is attached as Exhibit A.
- Fourth:** The merger shall become effective as of 11:59 p.m. on September 30, 2002.
- Fifth:** The Plan of Merger was adopted by the sole stockholder of the surviving corporation on August 1st 2002.
- Sixth:** The Plan of Merger was adopted by the sole shareholder of the merging corporation on August 1st, 2002.
- Seventh:** The signatures of an authorized officer of each corporation are as follows:

Name of Corporation

Signature

Printed Name of Individual
& Title

Viewsonics, Inc.

HS

Harley M. Smith, Secretary

Adapt Communication
Supply Co. S. Fl. Inc.

DJ Rabe

David J. Rabe, Asst. Treasurer

EFFECTIVE DATE
09-30-02

EXHIBIT A

Plan of Merger

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is dated as of this 1st day of August, 2002, pursuant to Section 607.1104 of the Florida Business Corporation Act and in accordance with the General Corporation Law of Delaware, and made between Adapt Communication Supply Co. S. Fl. Inc., a Florida corporation ("Adapt"), and Viewsonics, Inc., a Delaware corporation ("Viewsonics").

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, such constituent corporations, parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Viewsonics owns one hundred percent (100%) of the outstanding shares of the stock of Adapt.

SECOND: Viewsonics hereby agrees to merge into itself Adapt, and said Adapt hereby agrees to be merged into Viewsonics, with Viewsonics to be the surviving corporation on the terms set forth herein and assuming all of the obligations of Adapt.

THIRD: The terms and conditions of the merger are as follows:

(a) The certificate of incorporation of Viewsonics as in force and effect upon the effective date of this merger in the jurisdiction of its incorporation shall be the certificate of incorporation of the surviving corporation and said certificate of incorporation shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the General Corporation Law of Delaware.

(b) The bylaws of Viewsonics as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be changed, altered, amended or repealed in the manner prescribed by the General Corporation Law of Delaware.

(c) The directors and officers of Viewsonics on the effective date of this merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and/or offices, as applicable, 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.

(d) The merger shall be effective as of 11:59 p.m. on September 30, 2002.

(e) Upon the merger becoming effective, all the property, rights, privileges, interests, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Adapt shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed, and all property, rights, and every other interest of Viewsonics and Adapt shall be as effectively the property of the surviving corporation as they were of Viewsonics and Adapt, respectively. Adapt hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of Adapt acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of Adapt and the proper officers and directors of the surviving corporation are fully authorized in the name of Adapt or otherwise to take any and all such action.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this merger, shall remain issued and outstanding.

(b) The surviving corporation will not issue any of its shares for the issued shares of Adapt inasmuch as the sole shareholder of Adapt is Viewsonics. All of the issued shares of Adapt shall upon the effective date of the merger, be surrendered and canceled. The shares of the surviving corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

FIFTH: No copies or summaries of this Plan need to be mailed to the shareholder of Adapt inasmuch as the sole shareholder of Adapt is Viewsonics.

SIXTH: Upon the effective date of this merger, the surviving corporation shall be deemed to appoint the Department of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation of Adapt.

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned by the Boards of Directors of either constituent corporation at any time prior to the time that this merger filed with the Department of State of Florida becomes effective. The Plan may be amended by the Boards of Directors of the constituent corporations at any time prior to the time that this merger filed with the Department of State of Florida becomes effective, provided that an amendment made subsequent to the adoption of the Plan by the shareholders of any constituent corporation shall not (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (b) except as specified in Section 607.1002 of the Florida statutes or without the vote of shareholders entitled to vote on the matter, change any term of the articles of incorporation of any corporation the shareholders of which must approve the plan of merger, or (c) change any other terms and conditions of the Plan if such change would materially and adversely affect such corporation or the holders of shares of any class or series of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Plan, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by an authorized officer of each party hereto as the respective act, deed and agreement of each of said corporations, as of the date above-referenced.

ADAPT COMMUNICATION
SUPPLY CO. S. FL. INC.

By: DT Rabe
Name: David J. Rabe
Title: Asst. Treasurer

VIEWSONICS, INC.

By: HS
Name: Harley M. Smith
Title: Secretary