

K18359

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Rand Technologies, Inc. merging into: Rand Worldwide U.S. Holdings In

0

01 DEC 26 PM 4:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

200004740372-8  
-12/27/01-01002-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<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 checked="" 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		

01 DEC 26 PM 4:12

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_ 12/26/01 Order#: 5008997

Availability \_\_\_\_\_

Document \_\_\_\_\_

Examiner \_\_\_\_\_

Updater \_\_\_\_\_

Verifier \_\_\_\_\_

W.P. Verifier \_\_\_\_\_

EFFECTIVE DATE  
01-01-02

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

Merger  
12-27-01  
BVS

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

*fr*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

RAND TECHNOLOGIES INC., a Florida corporation, K18359

INTO

**RAND WORLDWIDE U.S. HOLDINGS, INC.**, a Delaware entity not qualified in  
Florida

File date: December 26, 2001, effective January 1, 2002

Corporate Specialist: Doug Spitler

# **ARTICLES OF MERGER**

(Profit Corporations)

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

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Rand Worldwide U.S. Holdings, Inc.

Delaware

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Rand Technologies Inc.

Florida

**Third:** The Plan of Merger is attached.

**EFFECTIVE DATE**

01-01-02

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 01 / 01 / 02 (Enter a specific date, NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 19, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 19, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
01 DEC 26 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name of Corporation

*[Handwritten signature]*

Brian Semkiw, President

Brian Semkiw, President

Rand Worldwide  
U.S. Holdings, Inc.

Rand Technologies Inc.

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Rand Worldwide U.S. Holdings, Inc.

Delaware

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Rand Technologies Inc.

Florida

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Third:** The terms and conditions of the merger are as follows:

SEE ATTACHED

**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:

SEE ATTACHED

*(Attach additional sheets if necessary)*

## **ATTACHMENT TO PLAN OF MERGER**

**Third:** The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation 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 the surviving corporation and the merging corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merging corporation respectively. The merging corporation 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 to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merging corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merging corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merging corporation 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 Agreement, shall remain issued and outstanding.

(b) Each one (1) share of common stock of the merging corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into one (1) share of common stock of the surviving corporation.