

K50232Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Ecometry Corporation

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Merger / CC @ 12.29.06

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DIVISION OF CORPORATIONS**EFFECTIVE DATE**Dec. 31, 2006

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12/29/2006 10:00 PAGE 001/001 Florida Dept of State



December 29, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ECOMETRY CORPORATION
1615 SOUTH CONGRESS AVE
SUITE 200
DELRAY BEACH, FL 33445US

SUBJECT: ECOMETRY CORPORATION
REF: R50232

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Document Specialist

FAX Aud. #: H06000303269
Letter Number: 406A00073028

ARTICLES OF MERGER (Profit Corporations)

EFFECTIVE DATE
Dec. 31, 2006

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <i>(If known/ applicable)</i>
Ecometry Corporation	Florida	K50232

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Asset Software Corporation	Florida	P00000092432

Third: The Plan of Merger is attached.

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

OR 12/31/2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 15 2008 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 15, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

EFFECTIVE DATE
Dec. 31, 2006

FILED
SECRETARY OF CORPORATIONS
DIVISION
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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleEcometry CorporationJOHN MARATH, PRESIDENTAsset Software CorporationJOHN MARATH, PRESIDENT

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Ecometry Corporation

Florida

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Asset Software Corporation

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of common stock of Asset Software Corporation issued and outstanding shall be entitled to receive one share of Ecometry Corporation common stock. All of the issued and outstanding shares of Asset Software Corporation shall be surrendered and cancelled.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: