

Division of Corporations

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K77165

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

CADD DEVELOPMENT CORPORATION

Certificate of Status	0
Certified Copy	2
Page Count	04
Estimated Charge	\$87.50

Handwritten signature and initials
12/22/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

CADD ACQUISITION, INC., a Florida corporation, document number
P00000115985

INTO

CADD DEVELOPMENT CORPORATION, a Florida entity, K77165

File date: December 22, 2000

Corporate Specialist: Karen Gibson

#0000066748

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF MERGER

between CADD DEVELOPMENT CORPORATION, a Florida Corporation, and CADD ACQUISITION, INC., a Florida Corporation.

Pursuant to the provisions of §607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging CADD DEVELOPMENT CORPORATION and CADD ACQUISITION, INC.:

1. The names of the Corporations which are parties to this merger are CADD DEVELOPMENT CORPORATION and CADD ACQUISITION, INC.. Cadd Development Corporation shall be the surviving Corporation.

2. On December 21, 2000, the following Plan of Merger was approved by the stockholders of each of the undersigned Corporations in the manner prescribed by the Florida Statutes:

A. Certain Effects of the Merger. The parties agree to the following provisions with respect to the Merger and as a result of the Merger:

(a) CADD ACQUISITION, INC. will be merged with and into the Cadd Development Corporation in accordance with the provisions of the Florida Business Corporation Act;

(b) CADD ACQUISITION, INC. will cease to exist as a separate legal entity;

(c) the Articles of Incorporation of the Cadd Development Corporation will remain the Articles of Incorporation of the Cadd Development Corporation (as the surviving Corporation in the Merger);

(d) Cadd Development Corporation, as the surviving Corporation in the Merger, will (i) possess all of the properties, rights, privileges, immunities, franchises and powers, and be subject to all the restrictions, duties, liabilities, debts and obligations, of Cadd Development Corporation and CADD ACQUISITION, INC.; and (ii) be governed by the laws of the State of Florida;

(e) the by-laws of the Cadd Development Corporation will remain (until changed in accordance with the applicable law or their terms) the by-laws of the Cadd Development Corporation (as the surviving Corporation in the Merger);

(f) the initial board of directors of the Cadd Development Corporation (as the surviving Corporation) will consist of Frank Baldesarra, Dennis Semkiw, and Gregory Malkin, each of whom will hold the office of director of the Cadd Development Corporation until their successors are duly appointed or elected in accordance with applicable law, or until their earlier death, resignation or removal in accordance with applicable law; and

(g) the initial officers of Cadd Development Corporation (as

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the surviving Corporation) will be as follows:

President:	Thomas J. Wilkins
Vice President:	Gregory Malkin
Vice President:	Frank Baldesarra
Secretary:	Dennis Semkiw
Treasurer:	Dennis Semkiw

each of whom will serve in such office until their successors are duly appointed or elected in accordance with applicable law, or until their earlier death, resignation or removal in accordance with applicable law.

B. Effect of the Merger on Capital Stock.

(a) Upon the filing of the Certificate of Merger, as a result of the merger and without any action on the part of any of the Sellers:

(i) all of the shares of Cadd Development Corporation's capital stock issued and outstanding immediately prior to the filing of the Certificate of Merger will (a) be converted into 18,622 Shares of the common stock of Rand A Technology Corporation (the sole shareholder of Cadd Acquisition, Inc.); (b) cease to be outstanding; and (c) be canceled and retired;

(ii) each share of Cadd Development Corporation's capital stock held in the treasury of Cadd Development Corporation will (a) cease to be outstanding; and (b) be canceled and retired; and

(iii) each share of CADD ACQUISITION, INC. capital stock issued and outstanding immediately prior to the filing of the Certificate of Merger will be converted into one (1) share of Cadd Development Corporation's capital stock and collectively will constitute all of the issued and outstanding shares of the capital stock of Cadd Development Corporation (as the surviving Corporation).

(b) Each holder of a certificate representing shares of Cadd Development Corporation's capital stock immediately prior to the filing of the Certificate of Merger will, as of the filing of the Certificate of Merger and thereafter, cease to have any rights respecting those shares.

C. Delivery. Upon the filing of the Certificate of Merger each Seller, upon surrender to Rand A Technology Corporation, the sole stockholder of Cadd Acquisition, Inc., of any and all certificates representing the shares of the Cadd Development Corporation's capital stock held by such Seller, will receive for each share of Cadd Development Corporation stock 3.7244 shares of Rand A Technology Corporation stock and \$60.74, U.S.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

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CADD DEVELOPMENT CORPORATION:	Total Number Of Shares Outstanding	Designation Of Class	Number of shares
	5000	Common	5000

CADD ACQUISITION, INC.	Number Of Shares Outstanding	Designation Of Class	Number of Shares
	100	Common	100

4. As to each corporation, the total number of shares which voted for and/or against the Plan of Merger, respectively, and as to any class entitled to vote as a class, the number of shares voted for and/or against the Plan, respectively, are as follows:

Corporation	Total	For	Against	Class	Total	For	Against
Cadd Development Corporation:	5000	5000	-0-	Common	5000	5000	-0-
Cadd Acquisition, Inc.:	100	100	-0-	Common	100	100	-0-

Executed this 21st day of December, 2000.

CADD DEVELOPMENT CORPORATION

By: Thomas J. Wilkins
Thomas J. Wilkins, President

Attest:

William G. Wilkins, Secretary

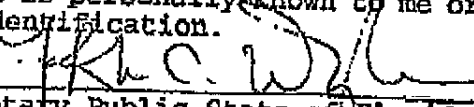
State of Florida)
County of Seminole)

Before me, the undersigned authority, personally appeared THOMAS J. WILKINS, the President of CADD DEVELOPMENT CORPORATION,

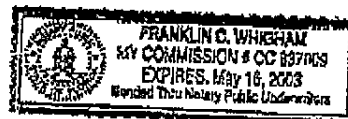
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and who, after being duly sworn, states that he is authorized to sign the Articles of Merger between CADD DEVELOPMENT CORPORATION and CADD ACQUISITION, INC., and that he signed the same on behalf of CADD DEVELOPMENT CORPORATION in his capacity as President, and he is personally known to me or provided _____ as identification.


Notary Public-State of Florida

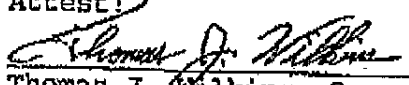
Print Name: Franklin C. Whigham



CADD ACQUISITION, INC.

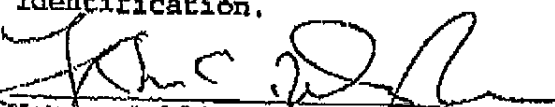
By Thomas J. Wilkins
Thomas J. Wilkins, President

Attest:


Thomas J. Wilkins, Secretary

State of Florida)
County of Seminole)

Before me, the undersigned authority, personally appeared Thomas J. Wilkins, the President of CADD ACQUISITION, INC., and who, after being duly sworn, states that he is authorized to sign the Articles of Merger between CADD DEVELOPMENT CORPORATION and CADD ACQUISITION, INC., and that he signed the same on behalf of CADD ACQUISITION, INC. in his capacity as President and who is personally known to me or who provided _____ as identification.


Notary Public, State of Florida

Print Name: Franklin C. Whigham



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