K77165

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RECEIVED
02 DEC 24 PM 12: 10
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 DEC 24 PM 12: 50

EFFECTIVE DATE
12-31-02

Merger
KB
12-26-2002

CT CORPORATION

December 24, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5744842 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

CADD Development Corporation (FL)
Merger (Discontinuing Company)
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

ARTICLES OF MERGER
MERGER SHEET

MERGING

CADD DEVELOPMENT CORPORATION, a Florida corporation (Document #K77165)

INTO

RAND IMAGINIT TECHNOLOGIES, INC., a Delaware corporation (*not qualified to transact business in Florida*)

File date: December 24, 2002, effective December 31, 2002

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE
12-31-02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 DEC 24 PM 12:50

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 Imaginit Technologies, Inc.	Delaware

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

Name	Jurisdiction
CADD Development Corporation	Florida

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 / 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 17, 2002.

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 17, 2002.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Rand Imaginit Technologies, Inc.	x	Frank Baldesarra, President
CADD Development Corporation	x	Frank Baldesarra, Vice-President

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 Imaginit Technologies, Inc.	Delaware

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

Name	Jurisdiction
CADD Development Corporation	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) The issued shares of the merging corporation shall not be converted in any manner, and said shares which are issued as of the effective date of the merger shall be surrendered and extinguished.

(b) The issued shares of the surviving corporation 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 surviving corporation.