

LO1000021890Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000113333 3)))



H100001133333ABCP

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368FILED
10 MAY 10 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED

2010 MAY 10 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Paris Acquisition Corporation

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07 |
| Estimated Charge | \$60.00 |

310A-11966

FILED

10 MAY 10 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
OF
DIRECTNET SOLUTIONS, L.L.C.
(a Florida Limited Liability Company)
WITH AND INTO
PARIS ACQUISITION CORPORATION
(a Delaware Corporation)**

To the Department of State - State of Florida

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with section 608.4382 of the Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction for each merging party is as follows: DirectNet Solutions, L.L.C., a Florida limited liability company, Florida Document/Registration Number #L01000021890.

SECOND: The exact name, form/entity type and jurisdiction of the surviving party is as follows: Paris Acquisition Corporation, a Delaware business corporation, Florida Document/Registration Number #Not Applicable.

THIRD: The attached Plan of Merger was approved by DirectNet Solutions, L.L.C. in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

FOURTH: The attached Plan of Merger was approved by Paris Acquisition Corporation in accordance with the applicable laws of the State of Delaware under which it is incorporated.

FIFTH: The merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

SIXTH: The survivor's principal office address in its home state is as follows:

c/o Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, Delaware 19801

SEVENTH: The survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under sections 608.4351-608.43595 of the Florida Statutes.

EIGHTH: The surviving entity hereby:

a) Lists the following street and mailing address of its office, which the Florida Department of State may use for the purpose of section 48.181 of the Florida Statutes:

935 First Avenue
King of Prussia, Pennsylvania 19406

b) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the limited liability company that merged into such entity, including any appraisal rights of its members under Sections 608.4351-608.4359 of the Florida Statutes.

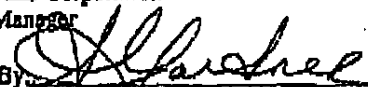
[signatures on following page]

IN WITNESS WHEREOF, each of the undersigned entities have caused this Certificate of Merger to be signed by a duly authorized officer as of the 10th day of May, 2010.


DIRECTNET SOLUTIONS, L.L.C.

By: MES Corporation

Manager

By: 
Name: SAMUEL GARDNER
Title: President

Paris Acquisition Corporation

By: 
Name: Michael R. Conn
Title: Executive Vice President

[Signature page for Florida Certificate of Merger]

Exhibit A

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction of Formation</u> | <u>Entity Type</u> |
|-----------------------------|----------------------------------|---------------------------|
| DirectNet Solutions, L.L.C. | Florida | limited liability company |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction of Formation</u> | <u>Entity Type</u> |
|-------------------------------|----------------------------------|--------------------|
| Paris Acquisition Corporation | Delaware | corporation |

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

At the Effective Time (as defined below), DirectNet Solutions, L.L.C. (the "Company") shall be consolidated and merged with and into Paris Acquisition Corporation ("Newco") (the "Merger") in accordance with the provisions of an Agreement and Plan of Merger between the parties dated as of the date hereof (the "Merger Agreement") and this Plan of Merger and in compliance with the Florida Limited Liability Company Act and the Delaware General Corporation Law (the "Corporation Laws"), and the Merger shall have the effect provided for in the Corporation Laws. Newco shall be the surviving corporation of the Merger (the "Surviving Corporation") and shall continue to exist as a corporation and to be governed by the laws of the State of Delaware. The corporate existence and identity of Newco, with its purposes and powers, shall continue unaffected and unimpaired by the Merger. At the Effective Time, Newco shall succeed to and be fully vested with the corporate existence and identity of the Company, and the separate corporate existence and identity of the Company shall cease.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Company:

At the Effective Time, all of the membership interests of the Company, and any right to acquire any membership interests or other equity or ownership interest in the Company, issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be automatically converted into the right (collectively) to receive the Purchase Price (as defined in Section 3.1 of the Merger Agreement), without any interest thereon, allocated among the members of the Company as provided in the Merger Agreement.

At the Effective Time, any membership interests that are held by the Company (as treasury interests) immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically canceled and no consideration will be delivered in exchange therefor.

Newco:

At the Effective Time, each share of the total of 1,000 shares of common stock of Newco, \$0.01 par value per share, issued and outstanding immediately before the Effective Time, shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically converted into and become one share of common stock, \$0.01 par value per share, of the Surviving Corporation.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable. Neither the Company nor Newco has any outstanding rights to acquire interests, shares, obligations or other securities.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable

SIXTH: Other provisions, if any, relating to the merger are as follows:

The Merger shall be effective at such time (the "Effective Time") which is the later of the filing of: (i) a certificate of merger with the Secretary of State of the State of Florida and (ii) a

certificate of merger with the Secretary of State of the State of Delaware in such forms as are required by, and executed in accordance with, the relevant portions of the respective laws of such states.

FILED

10 MAY 10 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA