

L 46437

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850) 222-1092

City State Zip Phone

600003008526-4
-10/07/99-01053-003
*****78.75 *****78.75

CORPORATION(S) NAME

PC Docs Holdings, Inc.

Merging INTO:

PC Docs Group U.S., Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of B.A.

☒ Certified Copy

☐ Photo Copies

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☐ Call When Ready

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C. COULLETTE OCT 07 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

PC DOCS HOLDINGS, INC., a Florida corporation, L46437

INTO

PC DOCS GROUP U.S., INC., a Delaware corporation not qualified in Florida

File date: October 6, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
PC DOCS HOLDINGS, INC.
WITH AND INTO
PC DOCS GROUP U.S., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is:

Name	Jurisdiction
PC DOCS Group U.S., Inc.	Delaware

SECOND: The name and jurisdiction of the merging corporation is:

Name	Jurisdiction
PC DOCS Holdings, Inc.	Florida

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on October 6, 1999, at
3:00 p.m.

FIFTH: The Plan of Merger was adopted by the board of directors of
the surviving corporation on October 6, 1999, and shareholder ap-
proval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of
each of the merging corporations on October 6, 1999, and shareholder
approval was not required.

IN WITNESS WHEREOF, PC DOCS Group U.S., Inc. and PC DOCS Holdings, Inc. have caused these Articles of Merger to be executed this 6th day of October, 1999.

PC DOCS GROUP U.S., INC.

By: 

Name: Inder P.S. Duggal
Title: Secretary

PC DOCS HOLDINGS, INC.

By: 

Name: Inder P.S. Duggal
Title: Secretary

APPENDIX A

PLAN OF MERGER OF PC DOCS HOLDINGS, INC. WITH AND INTO PC DOCS GROUP U.S., INC.

The following plan of merger is submitted in compliance with section 607.1104 of the Florida Business Corporation Act and section 253 of the General Corporation Law of the State of Delaware.

1. Parent Corporation. The name and jurisdiction of the parent corporation owning all of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
PC DOCS Group U.S., Inc.	Delaware

2. Subsidiary Corporations. The name and jurisdiction of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
PC DOCS Holdings, Inc.	Florida

3. Surviving Corporation. At the effective time of the Merger (the "Effective Time"), PC DOCS Holdings, Inc. shall be merged (the "Merger") with and into PC DOCS Group U.S., Inc., with PC DOCS Group U.S., Inc. being the surviving corporation (the "Surviving Corporation") of the Merger. At the Effective Time, the corporate existence of PC DOCS Holdings, Inc. shall cease, and the Surviving Corporation shall succeed to all the business, properties, assets, and liabilities of PC DOCS Holdings, Inc.

4. Certificate of Incorporation and Bylaws.

(a) The Certificate of Incorporation of PC DOCS Group U.S., Inc. as in effect at the Effective Time shall be the certificate of incorporation of the Surviving Corporation from and after the Effective Time, until thereafter changed or amended as provided therein or by applicable law.

(b) The Bylaws of PC DOCS Group U.S., Inc. as in effect at the Effective Time shall be the Bylaws of the Surviving Corporation from and after the Effective Time.

5. Directors and Officers.

(a) The directors of PC DOCS Group U.S., Inc. immediately prior to the Effective Time shall be the directors of the Surviving Corporation, to hold office from and after the Effective Time, in accordance with the Bylaws of the Surviving Corporation, until their respective successors are duly appointed or elected and qualified.

(b) The officers of PC DOCS Group U.S., Inc. immediately prior to the Effective Time shall be the officers of the Surviving Corporation, to hold the same offices from and after the Effective Time, in accordance with the Bylaws of the Surviving Corporation, until their respective successors are duly appointed or elected and qualified.

6. Conversion of Shares.

(a) At the Effective Time, each issued and outstanding share of common stock, par value \$1.00 per share, of PC DOCS Holdings, Inc., all of which are owned by PC DOCS Group U.S., Inc., shall be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefor.

(b) Each share of common stock, no par value per share, of PC DOCS Group U.S., Inc., shall be unaffected by the Merger and shall remain issued and outstanding after the Effective Time of the Merger.

7. **Tax Matters.** The Merger is intended to qualify as a complete liquidation of PC DOCS Holdings, Inc. pursuant to Section 332 of the Internal Revenue Code of 1986, as amended.

ACTION BY WRITTEN CONSENT

OF

THE BOARD OF DIRECTORS

OF

PC DOCS GROUP U.S., INC.

The undersigned, being all of the members of the Board of Directors of PC DOCS Group U.S., Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors of the Corporation and direct that this written consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

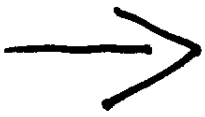
RESOLVED, that the Corporation's wholly owned subsidiary, PC DOCS Holdings, Inc., a Florida corporation (the "Subsidiary"), be merged with and into the Corporation, which shall be the surviving corporation (the "Surviving Corporation"), pursuant to Section 253 of General Corporation Law of the State of Delaware (the "DGCL") and section 607.1104 of the Florida Business Corporation Act (the "FBCA");

FURTHER RESOLVED, that the Plan of Merger attached hereto as Appendix A (the "Plan of Merger"), is adopted in all respects;

FURTHER RESOLVED, that the President or any Vice-President or the Secretary or the Assistant Secretary of the Corporation be, and he hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that such officer of the Corporation be, and he hereby is, authorized and directed to cause such executed Certificate to be filed in the Office of the Secretary of State of Delaware in accordance with Sections 103 and 253 of the DGCL;

FURTHER RESOLVED, that the President or any Vice-President or the Secretary or the Assistant Secretary of the Corporation be, and he hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation Articles of Merger setting forth, among other things, the Plan of Merger; and that such officer of the Corporation be, and he hereby is, authorized and directed to cause such executed Articles to be filed with the Florida Department of State in accordance with Sections 607.1105 and 607.0120 of the FBCA;

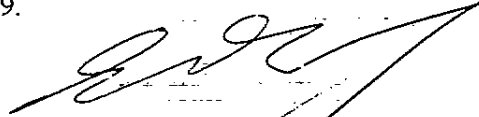
FURTHER RESOLVED, that the Merger shall become effective and the corporate existence of the Subsidiary shall cease at the date and time set forth in such Certificate of Ownership and Merger filed with the Secretary of State of Delaware in accordance with Sections 103 and 253 of the DGCL and in the Articles of Merger filed with the Florida Department of State in accordance with Sections 607.1105 and 607.0120 of the FBCA; and



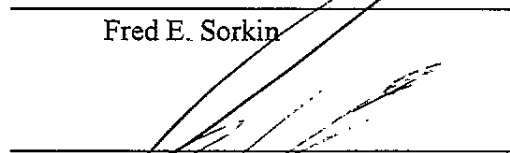
FURTHER RESOLVED, that the Corporation, as sole stockholder of PC DOCS Holdings, Inc. does hereby waive the requirement of Section 607.1104(2) of the FBCA, that the Plan of Merger be mailed to it; and

FURTHER RESOLVED, that the President or any Vice-President or the Secretary or the Assistant Secretary of the Corporation be, and he hereby is, authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of the Corporation, and to incur all such fees and expenses as in his judgement shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them.

IN WITNESS WHEREOF, the undersigned have executed this Action by
Written Consent as of the 6th day of October, 1999.



Fred E. Sorkin



Alan Barry Litwin