

L81422



ACCOUNT NO. : 072100000032

REFERENCE : 359602 4320229

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70

FILED
99 AUG 31 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 31, 1999

ORDER TIME : 10:57 AM

ORDER NO. : 359602-015

CUSTOMER NO: 4320229

CUSTOMER: Tammy Thomas, Legal Assistant
Kilpatrick Stockton, LLP
1100 Peachtree Street
Suite 2800
Atlanta, GA 30309

*File
2nd*

300002974933--7

ARTICLES OF MERGER

FOUNTAINHEAD TECHNOLOGIES,
INC.

INTO

BARACUDA INTERNATIONAL
CORPORATION

C. COULLETTE AUG 31 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

RECEIVED
99 AUG 31 PM 12:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FOUNTAINHEAD TECHNOLOGIES, INC., a Delaware corporation, P39598

INTO

BARACUDA INTERNATIONAL CORPORATION, a Florida entity, L81422.

File date: August 31, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
FOUNTAINHEAD TECHNOLOGIES, INC.
AND
BARACUDA INTERNATIONAL CORPORATION**

**FILED
AUG 31 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Fountainhead Technologies, Inc., a Delaware corporation, into Baracuda International Corporation, a Florida corporation, as approved by the Board of Directors of Baracuda International Corporation, the parent corporation, on August 23, 1999.
2. The merger of Fountainhead Technologies, Inc. with and into Baracuda International Corporation is permitted by the laws of the jurisdiction of organization of Fountainhead Technologies, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Fountainhead Technologies, Inc. was August 23, 1999.
3. As to Baracuda International Corporation, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on August 23, 1999.
4. Shareholder approval was not required for the merger.
5. The effective time and date of the merger herein provided for the State of Florida shall be at 11:59 p.m. on August 31, 1999.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 23rd day of August, 1999.

FOUNTAINHEAD TECHNOLOGIES, INC.

By: 

Name:

JACK E. LACEY

Title:

PRESIDENT / CEO

BARACUDA INTERNATIONAL
CORPORATION

By: 

Name:

JACK E. LACEY

Title:

PRESIDENT / CEO

**PLAN OF MERGER
OF
FOUNTAINHEAD TECHNOLOGIES, INC.
WITH AND INTO
BARACUDA INTERNATIONAL CORPORATION**

1. Baracuda International Corporation, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Fountainhead Technologies, Inc, which is a business corporation of the State of Delaware, hereby merges Fountainhead Technologies, Inc. with and into Baracuda International Corporation pursuant to the provisions of the Delaware General Corporation Law and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Fountainhead Technologies, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Baracuda International Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of Fountainhead Technologies, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. Baracuda International Corporation, the surviving corporation, owns all of the issued and outstanding shares of Fountainhead Technologies, Inc. There are no other shareholders entitled to vote and no other shareholders entitled to the rights of dissenting shareholders.
5. The Board of Directors and the proper officers of Baracuda International Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
6. The effective time and date of the merger herein provided for the State of Florida shall be at 11:59 p.m. on August 31, 1999.