

CT CORPORATION SYSTEM

CORPORATION(S) NAME

**L990000002216**

Toni Data, LLC Merging into: Mobilidex, Inc.

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-03/30/01--01068--014  
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| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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TO AGENCY  
SUFFICIENCY OF FILING

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

3/30/01

Order#: 394777

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

**UB**  
**330-01**

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TONI DATA, LLC., A FLORIDA ENTITY L99000002216

INTO

**MOBILIDEX, INC.** corporation not qualified in Florida

File date: March 30, 2001

Corporate Specialist: Trevor Brumbley

## ARTICLES OF MERGER

OF

### TONI DATA, LLC WITH AND INTO MOBILIDEX, INC.

In accordance with Section 608.4382 of the Florida Limited Liability Company Act, Mobilidex, Inc., a Delaware corporation and the surviving entity in the merger of Toni Data, LLC, a Florida limited liability company, with and into Mobilidex, Inc., a Delaware corporation, submits the following Articles of Merger and

DOES HEREBY CERTIFY:

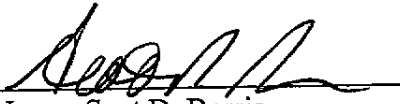
1. That the Agreement and Plan of Merger contemplating the merger of Toni Data, LLC with and into Mobilidex, Inc. is attached hereto as Exhibit A.
2. That the Agreement and Plan of Merger has been approved and consented to by the sole member of Toni Data, LLC in accordance with the applicable provisions of the Florida Limited Liability Company Act.
3. That the Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged in accordance with the requirements of the Delaware General Corporation Law.
4. That the merger shall be effective at 5:00 p.m., Eastern Standard Time, on March 30, 2001.
5. That the principal office of the surviving corporation is 2666 Airport Road South, Naples, Florida 34112.
6. That the surviving corporation agrees that it may be served with process in Florida in any action, suit or proceeding for the enforcement of any obligation of any entity which is a party to the merger, including a proceeding to enforce the rights of a dissenting member of the constituent limited liability company, irrevocably appointing the Secretary of State of Florida as its agent to accept service of process in any such action, suit or proceeding. The address to which a copy of such process shall be mailed to it by the Secretary of State is 2666 Airport Road South, Naples, Florida 34112.
7. That the surviving corporation agrees to promptly pay to any dissenting member of the constituent limited liability company the amount, if any, to which the dissenting member is entitled under Section 608.4384 of the Florida Limited Liability Company Act.

[Signature on next page]

IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed by their duly authorized officers this 30<sup>th</sup> day of ~~February~~, 2001.

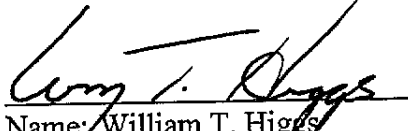
*March*

**MOBILIDEX, INC.**  
a Delaware corporation

By:   
Name: Scot D. Burris  
Title: President

**TONI DATA, LLC,**  
a Florida limited liability company

By: **POWER CORPORATION,**  
as the Managing Member

By:   
Name: William T. Higgs  
Title: \_\_\_\_\_

**CERTIFICATE OF MERGER**

**OF**

**TONI DATA, LLC WITH AND INTO MOBILIDEX, INC.**

Mobilidex, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

1. That the name and state of formation of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Formation</u>
Toni Data, LLC <i>L00000002216</i>	Florida
Mobilidex, Inc.	Delaware

2. That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the Delaware General Corporation Law.
3. That the name of the surviving corporation of the merger is Mobilidex, Inc., a Delaware corporation.
4. That the Certificate of Incorporation of Mobilidex, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.
5. That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 2666 Airport Road South, Naples, Florida 34112.
6. That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of any constituent entity.
7. That the merger shall be effective at 5:00 p.m., Eastern Standard Time, on March 30, 2001.

[Signature on next page]

IN WITNESS WHEREOF, Mobilidex, Inc. has caused this Certificate of Merger  
to be executed by its duly authorized officer as of this 30<sup>th</sup> day of ~~February~~, 2001.

*March*

**MOBILIDEX, INC.**  
a Delaware corporation

By: \_\_\_\_\_

*[Signature]*  
Name: Scot D. Burris

Title: President

**Exhibit A**

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of March 30, 2001 by and between Toni Data, LLC, a Florida limited liability company ("Toni Data"), and Mobilidex, Inc., a Delaware corporation ("Mobilidex"), to provide for the merger (the "Merger") of Toni Data with and into Mobilidex. Herein Toni Data and Mobilidex are referred to as the "Parties."

The total outstanding membership interests of Toni Data (the "Toni Data Membership Interests") consists of 1,000 units. The total authorized capital stock of Mobilidex consists of one-thousand one-hundred (1,100) shares, including 1,000 shares of common stock, \$0.001 par value per share (the "Mobilidex Common Stock"), and 100 shares of preferred stock, \$0.001 par value per share, no shares of which are presently issued and outstanding.

NOW, THEREFORE, in consideration of the premises and of the covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Parties, intending to be legally bound, hereby make, adopt and approve this Agreement, and hereby prescribe the terms and conditions of the Merger, the mode of effecting the Merger, and the manner of converting the Toni Data Membership Interests into the Mobilidex Common Stock as follows:

### **I. TERMS OF MERGER**

1.1 Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time, Toni Data shall be merged with and into Mobilidex (the "Surviving Company") in accordance with applicable provisions of Delaware and Florida law. Mobilidex shall be the Surviving Company resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name "Mobilidex, Inc." The Merger shall be consummated pursuant to the terms of this Agreement, which has been approved by the members of Toni Data, LLC and by the Board of Directors of the Surviving Company.

1.2 Effective Time. The Merger contemplated by this Agreement shall be effective at 5:00 p.m. Eastern Standard Time, on March 30, 2001 (the "Effective Time").

1.3 The Surviving Company.

(a) At the Effective Time, all assets, rights, privileges, powers, immunities, franchises and interests of Toni Data, and all property (real, personal and mixed), debts due on whatever account, and all choses in action of Toni Data shall be vested in the Surviving Company by virtue of the Merger without any further act or deed or other instrument of transfer, and without any other action on the part of any court or otherwise and without any transfer or assignment having occurred. The Surviving Company shall hold and enjoy all assets, rights, privileges, immunities, powers,



franchises and interests, and all property (real, personal and mixed), debts due on whatever account, and choses in action in the same manner and to the same extent as held or enjoyed by Toni Data immediately prior to the Effective Time.

(b) At the Effective Time, the Surviving Company shall assume and be responsible and liable for all liabilities and obligations of Toni Data, and all debts, liabilities, obligations and contracts of Toni Data, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against in the balance sheet, books of account or records of Toni Data, shall be those of the Surviving Company, and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and liens on the property of Toni Data shall be preserved unimpaired.

1.4 Certificate of Incorporation. The Certificate of Incorporation of Mobilidex as it exists at the Effective Time shall remain in full force and effect after the Effective Time and shall not be amended by virtue of the Merger.

1.5 Bylaws. The bylaws of Mobilidex as they exist at the Effective Time shall remain the bylaws of the Surviving Company until altered or amended as provided in such bylaws.

1.6 Board of Directors. The directors of Mobilidex shall continue to serve as the directors of the Surviving Company, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

1.7 Officers. The officers of Mobilidex shall continue to serve as the officers of the Surviving Company, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

## II. MANNER OF CONVERTING MEMBERSHIP INTERESTS INTO SHARES

Upon the Effective Time, by virtue of the Merger and without any further action on the part of the Parties, each unit of Toni Data Membership Interests outstanding immediately prior to the effective time automatically shall be converted into and become one-tenth (1/10th) of a fully paid and nonassessable share of Mobilidex Common Stock.

## III. MISCELLANEOUS

3.1 Amendment. At any time before or after approval by Toni Data and Mobilidex, this Agreement or any of its terms may be amended, supplemented, modified or interpreted by mutual consent of the respective Parties.

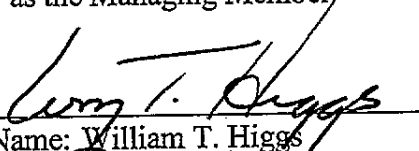


IN WITNESS WHEREOF, this Agreement, having first been fully approved by the sole Member of Toni Data and by the Board of Directors of Mobilidex, has been executed on behalf of each of the Parties and attested as of the day and year first written above by their respective officers thereunto duly authorized.

**TONI DATA, LLC,**  
a Florida limited liability company

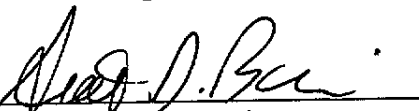
By: **POWER CORPORATION,**  
as the Managing Member

By:

  
Name: William T. Higgs  
Title: President

**MOBILIDEX, INC.**  
a Delaware corporation

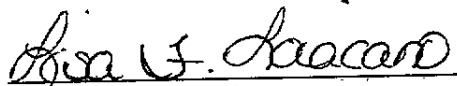
By:

  
Name: Scot D. Burris  
Title: President

MOBILIDEX, INC.  
01/19/2010

I, Lisa F. Loiacaro, Secretary of Mobilidex, Inc., a Delaware corporation, hereby certify that the Agreement and Plan of Merger to which this Certificate is attached, after having been executed on behalf of Toni Data Corporation and executed on behalf of Toni Data, LLC, a Florida limited liability company, was duly adopted by Toni Data Corporation pursuant to Section 251(f) of the General Corporation Law of the State of Delaware by the unanimous written consent of the Board of Directors and that no shares of stock of Toni Data Corporation were issued prior to the adoption by the Board of Directors of this Agreement and Plan of Merger.

WITNESS my hand as of this <sup>30th</sup> ~~15th~~ day of <sup>March</sup> ~~February~~, 2001.



Name: Lisa F. Loiacaro

Title: Secretary

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