

M47048

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FILED STATE  
SECRETARY OF CORPORATIONS  
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March 19, 1998

VIA FEDERAL EXPRESS

Florida Department of State  
Corporate Records Bureau  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

900002463609-5  
-03/20/98--01081--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: New Providence, Inc.

Dear Sir or Madam:

Enclosed are the following documents to effectuate the merger of Interwoven Fidelity, Inc., a Texas corporation, into the above-referenced corporation:

1. Articles of Merger;
2. Articles of Amendment to Articles of Incorporation of New Providence, Inc.; and
3. A check in the amount of \$70 for the filing fee.

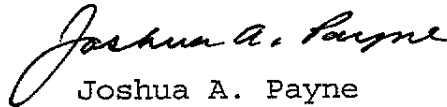
I have also enclosed copies of the Articles of Merger and Articles of Amendment and a self-addressed prepaid Federal Express envelope so that you may return the copies stamped filed to me at the above address.

merger  
3-23-98  
CC

Florida Department of State  
March 19, 1998  
Page 2

If you have any questions regarding this matter, please do not  
hesitate to call me.

Sincerely,

  
Joshua A. Payne

JAP/ymr  
Enclosures

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

INTERWOVEN FIDELITY INC., a Texas corporation, not qualified

INTO

**NEW PROVIDENCE INC.**, a Florida corporation, M47048.

File date: March 20, 1998

Corporate Specialist: Cheryl Coulliette

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations hereby execute and adopt the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the States under the laws of which the corporations are existing and organized are as follows:

(a) INTERWOVEN FIDELITY INC., a Texas corporation ("Interwoven" or the "Absorbed Corporation");

(b) NEW PROVIDENCE, INC., a Florida corporation ("New Providence" or the "Surviving Corporation").

SECOND: The laws of the State of Texas permit such merger, and Interwoven is complying with those laws in effecting the merger.

THIRD: New Providence as the surviving corporation is complying with any applicable provisions of Sections 607.1101, 607.1102, 607.1103, 607.1104 and 607.1105 of the Florida Business Corporation Act.

FOURTH: The plan of merger is as follows:

A. The names of the corporations planning to merge are New Providence, Inc., a Florida corporation, and Interwoven Fidelity Inc., a Texas corporation.

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DIVISION OF CORPORATIONS  
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B. *Terms and Conditions.* On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

C. *Conversion of Shares.* The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

1. Each share of the no par value common stock of Interwoven issued and outstanding on the effective date of the merger shall be converted automatically and without any action on the part of the holders into .22285 of one share of the \$1.00 par value common stock, rounding up the total to the nearest whole number of shares of New Providence, which shares of common stock of New Providence shall then

be issued and outstanding. In no event shall fractional shares of the surviving corporation be issued or cash in lieu thereof be delivered.

2. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender such share certificates to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates of the Absorbed Corporation, the Surviving Corporation shall issue certificates for shares of common stock in the Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above.

D. *Changes in Articles of Incorporation.* The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger as amended as follows:

Article III is hereby amended as follows: The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of

common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issued.

E. *Changes in Bylaws.* The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

F. *Directors and Officers.* The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

FIFTH: The effective date of the merger shall be upon the date of the filing of the Articles of Merger with the Florida Secretary of State.

SIXTH: The Plan of Merger was adopted by the Board of Directors and Shareholders of Interwoven on the 6<sup>th</sup> day of October, 1997 and by the Board of Directors and Shareholders of New Providence on the 6<sup>th</sup> day of October, 1997.

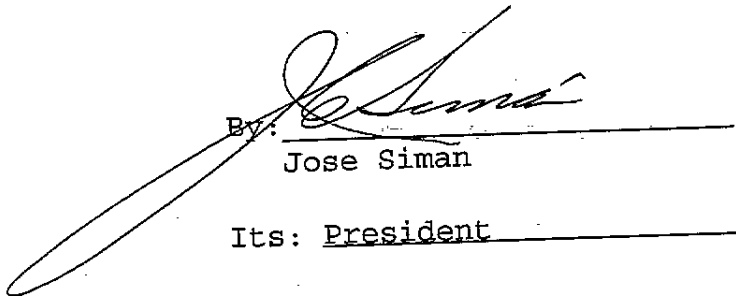
Signed this 6th day of October, 1997.

New Providence Inc.  
(Surviving Corporation)

By:   
Jose Siman

Its: President

Interwoven Fidelity Inc.  
(Absorbed Corporation)

By:   
Jose Siman

Its: President