

ShawPittman

A Law Partnership Including Professional Corporations

Not Admitted in VA

SCOTT BROWN
703.790.7782
scott.brown@shawpittman.com

M89530

September 29, 1999

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-09/30/99--01070--003
*****70.00 *****70.00

By Federal Express

Ms. Annette Ramsey
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400003001894--5
-10/05/99--01001--008
*****8.75 *****8.75

Re: Capitol Hill Software, Inc., Fla. Registration No. M89530

Merger

Dear Ms. Ramsey:

Enclosed for filing with the Florida Division of Corporations, please find Articles of Merger for the above-referenced Florida corporation. Also enclosed is an originally executed Agreement and Plan of Merger, and a check in the amount of \$70, payable to the Florida Department of State.

Assuming the Articles of Merger are accepted for filing by your Division, kindly forward to me a Certified copy of the Articles of Merger via Federal Express, account no. 1149-882-2, referencing 20830-0000. Many thanks for your prompt attention to this matter.

Should you have any questions about this filing, please do not hesitate to call me at (703) 790-7782.

Sincerely,



Scott Brown

Enclosures

cc: Richard Rudman (w/o enclosures)
Thomas J. Knox, Esq. (w/o enclosures)

Document #: 1071280 v.1

FILED
99 SEP 30 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADP
10/4/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAPITOL HILL SOFTWARE, INC., a Florida corporation M89530

INTO

VOCUS, INC., a Delaware corporation not qualified in Florida

File date: September 30, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each emerging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| 1. Capitol Hill Software, Inc. 4325 Forbes Boulevard Lanham, MD 20706 | Florida | Corporation |

Florida Document/Registration Number: M89530 FEI Number: 58-1806705

2. _____

Florida Document/Registration Number: _____ FEI Number: _____

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|--------------------|
| Vocus, Inc. 4325 Forbes Boulevard Lanham, MD 20706 | Delaware | Corporation |

Florida Document/Registration Number: _____ FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

| <u>Name of Entity</u> | <u>Signature(s)</u> | <u>Typed or Printed Name of Individual</u> |
|-----------------------|---------------------|--|
|-----------------------|---------------------|--|

Capitol Hill Software, Inc.

Signature(s) _____

Richard Rudman

Vocus, Inc.

hi hi

Richard Rudman

(Attach additional sheet(s) if necessary)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of the 24th day of September, 1999 by and between Capitol Hill Software, Inc. (the "Merged Corporation"), a Florida corporation, and (ii) Vocus, Inc. (the "Surviving Corporation"), a Delaware corporation.

WHEREAS, the total number of shares of stock of all classes which the Merged Corporation has authority to issue is seven thousand five hundred (7,500) shares of Common Stock, par value One Dollar (\$1.00) per share, of which 100 shares are issued and outstanding;

WHEREAS, the total number of shares of stock of all classes which the Surviving Corporation has authority to issue is thirty million (30,000,000) shares, of which twenty-five million (25,000,000) shares, par value of One Cent (\$0.01) per share, are of a class designated Common Stock, and five million (5,000,000) shares, par value One Cent (\$0.01) per share, are of a class designated Preferred Stock, of which no shares of either Common Stock or Preferred Stock are issued and outstanding; and

WHEREAS, under the laws of the State of Florida and the State of Delaware, the Merged Corporation may be merged with and into the Surviving Corporation, and the parties hereto desire to effect such merger, as hereinafter provided (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises hereinafter set forth, the parties hereto, intending legally to be bound, do hereby agree as follows:

1. **Statement of Merger.** The Merged Corporation shall be merged with and into the Surviving Corporation, with the latter as the surviving corporation, on the basis of this Agreement and Plan of Merger.
2. **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation, as the same shall exist on the effective date of the merger, shall remain and be the Certificate of Incorporation of the Surviving Corporation.
3. **Bylaws.** The Bylaws of the Surviving Corporation, as the same shall exist on the effective date of the merger, shall remain and be the Bylaws of the Surviving Corporation until the same shall be altered, amended, rescinded or repealed or until new Bylaws shall be adopted in accordance with the provisions thereof, the Certificate of Incorporation of the Surviving Corporation and the General Corporation Law of the State of Delaware.
4. **Manner and Basis of Conversion.** The manner and basis of converting or exchanging the shares of the Merged Corporation into shares of the Surviving Corporation shall be as follows: Upon the effective date of the merger, (i) each share of Common Stock of the Merged Corporation held by each stockholder of record (as of the effective date of the merger) shall cease to exist, and shall, ipso facto and without any action on the part of the holder thereof, be changed and converted into one hundred thirty thousand (130,000) shares of Common Stock, par value one cent (\$0.01) per share, of the Surviving Corporation. For the purpose of receiving a stock certificate or certificates evidencing such shares of Stock of the Surviving Corporation, each such stockholder shall surrender to the Surviving Corporation the stock certificate or certificates evidencing the shares of Stock of the Merged Corporation owned of record by such stockholder, and shall receive, upon request or as soon thereafter as is practical, on the basis of such surrender, a certificate or certificates for shares of Stock of the Surviving Corporation based on the foregoing ratio.

5. **Assets and Liabilities.** The assets and liabilities of the Surviving Corporation and the Merged Corporation shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded on the books of the Surviving Corporation and the Merged Corporation, appropriately adjusted, to the extent necessary, in accordance with generally accepted accounting principles.

6. **Abandonment.** At any time prior to the appropriate filings with the Secretary of State of the State of Delaware and the Department of State of the State of Florida, this Agreement and Plan of Merger and the merger specified herein may be terminated by the vote of the Board of Directors of either the Merged Corporation or the Surviving Corporation.

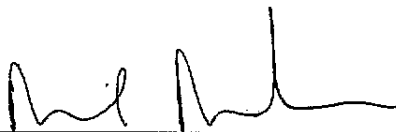
7. **Directors and Officers.** The directors of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next Annual Meeting of the Stockholders of the Surviving Corporation and until their successors are duly elected and shall qualify, or until their earlier resignation or removal. The officers of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next Annual Meeting of the Board of Directors of the Surviving Corporation and until their successors are duly elected and shall qualify, or until their earlier resignation or removal.

8. **Effective Date and Time.** The effective date of the aforesaid merger for all purposes and in all respects shall be as specified on the Articles of Merger to be filed with the Secretary of State of Florida and the Certificate of Merger to be filed with the Secretary of State of Delaware.

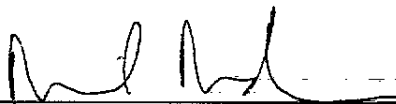
(Signatures appear on following page)

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have caused their respective officers to execute this Agreement and Plan of Merger as of the day and year first set forth above.

VOCUS, INC., a Delaware corporation

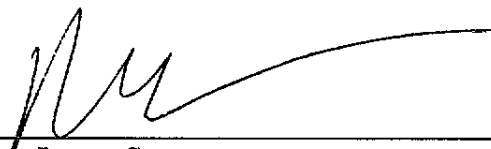
By: 
Richard Rudman, President

CAPITOL HILL SOFTWARE, INC.,
a Florida corporation

By: 
Richard Rudman, President

**CERTIFICATE OF THE SECRETARY
OF
VOCUS, INC.
(a Delaware corporation)**

I, Robert Lentz, Secretary of Vocus, Inc., hereby certify that the Agreement and Plan of Merger to which this certificate is attached has been adopted pursuant to Sections 251(f) and 252 of the General Corporation Law of the State of Delaware and do further certify that no shares of stock of Vocus, Inc. were issued prior to the adoption of the Board of Directors of Vocus, Inc. of the resolution approving the Agreement and Plan of Merger.


Robert Lentz, Secretary