

P00000045243

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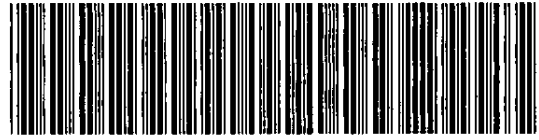
(Business Entity Name)

(Document Number)

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2009 JUL 21 AM 10:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

TB

JUL 23 2009



**BOND, SCHOENECK & KING, PLLC**

ATTORNEYS AT LAW ■ NEW YORK FLORIDA KANSAS

JAMES D. DATI  
Direct: 239-659-3845  
Mobile: 239-287-9643  
jdati@bsk.com

July 20, 1009

**VIA OVERNIGHT MAIL**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Demand Technology Software, Inc. (Doc. #P00000045243)

Dear Sir/Madam:

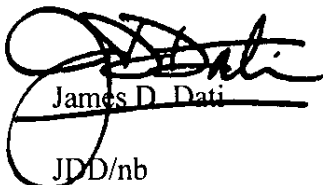
Concerning the above entity, enclosed are Articles of Amendment to Articles of Incorporation of the Corporation, together with a check for \$52.50 for the filing fees. The Articles of Amendment to the Articles of Incorporation should be recorded prior to the second matter cover by this letter.

The second matter covered by this letter relate to the Proposed Articles of Merger of DTS Acquisitions, Inc. (Doc #P04000092584), with and into Demand Technology Software, Inc. (Doc #P00000045243). The Articles of Merger are enclosed, together with our check for \$70.00 (\$35.00 per entity), for the filing fee. The Articles of Merger should be recorded after the Articles of Amendment referred to above have been recorded.

Thank you very much for your courtesies and consideration regarding these requests, and please contact the undersigned if you have any questions.

Very truly yours,

BOND, SCHOENECK & KING, PLLC



James D. Dati

JDD/nb  
Enclosures

cc: Client

ARTICLES OF MERGER OF  
DTS ACQUISITIONS, INC.  
WITH AND INTO  
DEMAND TECHNOLOGY SOFTWARE, INC.

FILED  
2009 JUL 21 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger ("Articles"), are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101, 607.1103, and 607.1105, Florida Statutes:

1. The name, jurisdiction, and document number of the merging corporation is:

<u>Name of Merging Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DTS ACQUISITIONS, INC.	Florida	P04000092584

2. The name, jurisdiction, and document number of the surviving corporation is:

<u>Name of Surviving Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DEMAND TECHNOLOGY SOFTWARE, INC.	Florida	P00000045243

3. The Plan of Merger (the "Plan"), setting forth the terms and conditions of the merger is attached to these Articles, and is incorporated by reference.

4. The effective date of the merger shall be the later of June 20, 2009, or the date of these Articles of Merger are filed with the Florida Secretary of State.

5. The Plan of Merger was unanimously approved and adopted by the Shareholders of the surviving corporation on May 4, 2009.

6. The Plan of Merger was unanimously approved and adopted by the Shareholders of the merging corporation on April 23, 2009.

7. These Articles of Merger may be executed in one or more counterparts, each of which shall constitute an original and all of which when taken together shall constitute one and the same document.

IN WITNESS WHEREOF, the undersigned merging corporation, and surviving corporation have executed these Articles effective May 29, 2009.

MERGING CORPORATION:

**DTS ACQUISITIONS, INC.**

By: Philip A. Henninge  
Philip A. Henninge, President

SURVIVING CORPORATION:

**DEMAND TECHNOLOGY SOFTWARE, INC.**

By: Philip A. Henninge  
Philip A. Henninge, President

PLAN OF MERGER OF  
DTS ACQUISITIONS, INC.  
WITH AND INTO  
DEMAND TECHNOLOGY SOFTWARE, INC.

This Plan of Merger of DTS ACQUISITIONS, INC., with and into DEMAND TECHNOLOGY SOFTWARE, INC. (the "Surviving Corporation"), is made pursuant to Section 607.1101 of the Florida Statutes, and Section 368(a)(1)(A) of the Internal Revenue Code, and is adopted as follows:

1. The name of each corporation planning to merge is:

- (i) DTS ACQUISITIONS, INC., a Florida corporation; and
- (ii) DEMAND TECHNOLOGY SOFTWARE, INC., a Florida corporation.

The Surviving Corporation shall be DEMAND TECHNOLOGY SOFTWARE, INC., a Florida corporation.

2. As to each corporation, the designation and number of authorized and outstanding shares of each class and series and the voting rights thereof are currently as follows:

<u>Name of Corporation</u>	<u>Number Shares Class and Authorized</u>	<u>Par Value</u>	<u>Number Shares Outstanding</u>
DTS ACQUISITIONS, INC	6,000 Voting Common Stock	No Par Value	2,800
DEMAND TECHNOLOGY SOFTWARE, INC.	6,000 Voting Common Stock	\$0.01 Par Value	1,000

The 1,000 issued and outstanding shares of DEMAND TECHNOLOGY SOFTWARE, INC. are presently owned by DTS ACQUISITIONS, INC.

3. Upon filing of the Articles of Merger with the Florida Department of State, all of the issued and outstanding shares of DTS ACQUISITIONS, INC. shall be exchanged for a like number of shares in the Surviving Corporation. The present issued and outstanding shares of the Surviving Corporation (1,000 shares), shall be canceled without consideration. Subsequently, the ownership of the Surviving Corporation shall be as follows:

<u>Shareholder</u>	<u>Number of Shares Owned</u>	<u>Percentage of Issued/Outstanding Shares</u>
Mark B. Friedman	1340	47.857%
Wyllys S. Newcomb	200	7.142
Philip A. Henninge	270	9.642

David S. Steier	270	9.642
Joanne P. Decker	220	7.857
Richard B. Friedman	100	3.571
Janet L. Bishop	400	14.286
 TOTAL:	 2,800	 100.000% (approximate due to rounding)

4. The effective date of the merger shall be the later of June 26, 2009, or the date these Articles are filed with the Florida Secretary State.

5. The foregoing Plan of Merger was duly unanimously adopted by the Shareholders of DTS ACQUISITIONS, INC., at a Special Meeting on April 23, 2009, and by the Shareholders of DEMAND TECHNOLOGY SOFTWARE, INC. at a Special Meeting on May 4, 2009.

IN WITNESS WHEREOF, this Plan of Merger was executed effective May 29, 2009.

DTS ACQUISITIONS, INC.

By: Philip A. Henninge  
Philip A. Henninge, President

DEMAND TECHNOLOGY SOFTWARE, INC.

By: Philip A. Henninge  
Philip A. Henninge, President