

## Florida Department of State

Division of Corporations

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## MERGER OR SHARE EXCHANGE

## THE PRESIDIO CORPORATION

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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Presidio Corporation	Florida	P01000030641

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ficomp, Inc.	Pennsylvania	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 03 / 31 / 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 17, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 17, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**The Provident Corporation**



Richard Schwenk, *ENVIRONMENTAL SECRETARY*

Ficomp, Inc.

*[Handwritten signature]*

Richard Schwenk, EVF & Asst. Secretary

**PLAN OF MERGER**

**MERGING**

**FICOMP, INC.**  
**(a Pennsylvania corporation)**

**WITH AND INTO**

**THE PRESIDIO CORPORATION**  
**(a Florida corporation)**

PLAN OF MERGER (the "Plan of Merger"), dated as of March 17, 2006 by and between Ficomp Inc., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania ("Ficomp"), and The Presidio Corporation, a corporation organized and existing under the laws of the State of Florida ("Presidio"), with reference to the following recitals:

A. Ficomp is a corporation duly organized, validly existing and in good standing under the laws of the Commonwealth of Pennsylvania. Integrated Solutions, Inc., a Delaware corporation ("Parent") owns all of the outstanding shares of capital stock of Ficomp.

B. Presidio is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida. Parent owns all of the outstanding shares of capital stock of Presidio.

C. The Board of Directors of each of Ficomp and Presidio have adopted resolutions approving this Plan of Merger in accordance with the Pennsylvania Business Corporation Law of 1988, as amended (the "PBCL") and the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. Ficomp and Presidio (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger.

2. Merger; Service of Process. At the Effective Time (as defined in Section 3 hereof), Ficomp shall be merged with and into Presidio, which latter corporation shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving Corporation, which shall continue to be governed by the laws of the State of Florida, hereby agrees that it may be served with process in the Commonwealth of Pennsylvania in any proceeding for enforcement

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of any obligation of Ficomp, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger. A copy of such process shall be mailed by the Secretary of State of the Commonwealth of Pennsylvania to the Surviving Corporation at 3015 Advance Lane, Colmar, Pennsylvania 18915.

3. Filing and Effective Time. Articles of Merger to be filed with the Secretary of the Commonwealth of the Commonwealth of Pennsylvania in accordance with Section 1921 of the PBCL and Articles of Merger to be filed with the Secretary of State of the State of Florida in accordance with Section 607.1109 of the FBCA shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon filing of the Articles of Merger with the Secretary of State of the Commonwealth of Pennsylvania and the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

4. Articles of Incorporation. At the Effective Time, the Articles of Incorporation of Presidio shall be and thereafter remain the Articles of Incorporation of the Surviving Corporation, until amended in accordance with applicable law, and the Surviving Corporation shall continue to be a corporation organized and governed by the laws of the State of Florida.

5. Bylaws. At the Effective Time, the Bylaws of Presidio shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of Presidio shall be the directors and the officers of the Surviving Corporation. Each such director and officer shall hold office until his resignation or removal, in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the PBCL and the FBCA.

8. Further Assurances. Each of the Constituent Corporations shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of Ficomp acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the merger, or (b) otherwise carry out the purposes of this Plan of Merger, Ficomp and its proper directors and officers shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger, and the proper directors and officers of the Surviving Corporation are fully authorized in the name of Ficomp or otherwise to take any and all such action.

9. Capital Stock. At the Effective Time, all of the issued and outstanding shares of Ficomp shall, by virtue of the Merger, and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without any payment of any consideration therefor and shall cease to exist. As the sole shareholder of Ficomp, Parent shall receive value for such cancelled shares through its ownership interest of Ficomp.

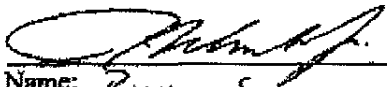
10. Amendment or Termination. This Plan of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Corporations.

11. Counterparts. This Plan of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

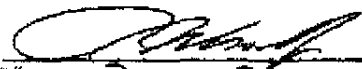
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IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors of each of Ficomp, Inc. and The Presidio Corporation have duly executed this Plan of Merger as of the date first written above.

FICOMP, INC.,  
a Pennsylvania corporation

By:   
Name: RICHARD SCHENCK  
Title: EVP + ASSISTANT SECRETARY

THE PRESIDIO CORPORATION,  
a Florida corporation

By:   
Name: RICHARD SCHENCK  
Title: EVP + SECRETARY