

FEB. 2, 2007 4:42PM

C.C.C.

NO. 432 1/16

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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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*Heather v. 2908*

**MERGER OR SHARE EXCHANGE**

**PRESIDIO NETWORKED SOLUTIONS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	16
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**STATE OF FLORIDA  
ARTICLES OF MERGER**

Merging

**NETWORKED INFORMATION SYSTEMS, LLC**  
(a Delaware limited liability company)

with and into

**THE PRESIDIO CORPORATION**  
(a Florida corporation)  
which will be the surviving company  
under the name "Presidio Networked Solutions, Inc."

In accordance with Section 607.1109 of the Florida Business Corporation Act, The Presidio Corporation, a Florida corporation, does hereby certify:

**FIRST:** That the name and state of formation of the constituent companies to be merged are as follows:

<u>Name</u>	<u>State of Formation</u>
The Presidio Corporation	Florida
Networked Information Systems, LLC	Delaware

**SECOND:** That an Agreement and Plan of Merger dated as of February 2, 2007 (the "Merger Agreement") by and among Networked Information Systems, LLC and The Presidio Corporation has been approved, adopted, certified, executed and acknowledged by The Presidio Corporation in accordance with Chapter 607 of the Florida Business Corporation Act, and by Networked Information Systems, LLC, in accordance with Section 18-209 of the Delaware Limited Liability Company Act, and a copy of such Merger Agreement is attached hereto as Exhibit A.

**THIRD:** That the surviving company in the Merger shall be Presidio Networked Solutions, Inc., its name having changed from "The Presidio Corporation" in connection with such Merger (the "Surviving Company").

**FOURTH:** That the executed Merger Agreement is on file at an office of the Surviving Company at: Presidio Networked Solutions, Inc., 7601 Ora Glen Drive, Suite 100 Greenbelt, MD 20770.

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TALLAHASSEE, FLORIDA

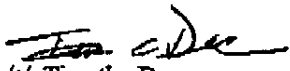
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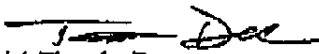
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IN WITNESS WHEREOF, The Presidio Corporation has caused this Certificate of Merger to be signed by its authorized person as of February 2, 2007.

**THE PRESIDIO CORPORATION**

By:   
/s/ Timothy Dec  
Timothy Dec, Secretary

**NETWORKED INFORMATION SYSTEMS, LLC**

By:   
/s/ Timothy Dec  
Timothy Dec, Secretary

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Merger Agreement

EXHIBIT A

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AGREEMENT AND PLAN OF MERGER**  
**BY AND BETWEEN**  
**NETWORKED INFORMATION SYSTEMS, LLC**  
**AND**  
**THE PRESIDIO CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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February 2, 2007

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of February 2, 2007 is by and among Networked Information Systems, LLC, a Delaware limited liability company ("NIS") and The Presidio Corporation, a Florida corporation ("Presidio").

Recitals

WHEREAS, the Boards of Directors of NIS and Presidio have deemed it advisable and in the best interests of their respective companies and their respective stockholders to enter into a business combination by means of the merger of NIS with and into Presidio under the terms of this Agreement and have approved and adopted this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual covenants hereinafter set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

SECTION 1

THE MERGER AND OTHER TRANSACTIONS.

1.1 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the Delaware Limited Liability Company Act (the "DLLCA") and the Florida Business Corporation Act (the "FBCA"), NIS shall be merged with and into Presidio (the "Merger"). The Merger shall occur at the Effective Time. Following the Merger, Presidio shall continue as the surviving corporation (sometimes referred to herein as the "Surviving Corporation") and the separate corporate existence of NIS shall cease.

1.2 Closing. The consummation of the Merger (the "Closing") shall take place at the offices of Edwards Angell Palmer & Dodge LLP, 111 Huntington Avenue, Boston, Massachusetts at 9:00 a.m. on the date hereof (the "Closing Date"). At the Closing, the parties shall (a) execute this Agreement, (b) cause a certificate of merger (the "Certificate of Merger") in the form of Exhibit A hereto with respect to the Merger to be filed and recorded in accordance with the DLLCA, (c) cause articles of merger ("Articles of Merger") in the form of Exhibit B hereto with respect to the Merger to be filed and recorded in accordance with the FBCA, and (d) take all such further actions as may be required or appropriate to make the Merger effective.

1.3 Effective Time; Effects of the Merger. The Merger shall be effective at such time as the Certificate of Merger and the Articles of Merger are duly filed with the Secretaries of State of the States of Delaware and Florida, respectively, in accordance with the FBCA and the DLLCA (the "Effective Time"). The Merger shall have the effects provided in this Agreement and the applicable provisions of the FBCA and the DLLCA.

1.4 Corporate Name; Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Presidio immediately before the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the Effective Time, except that the name of the company set forth therein shall be changed to "Presidio Networked Solutions, Inc."

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TERRY J. STATE  
CLERK OF STATE  
TREASURER  
FLORIDA

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1.5 Directors and Officers. The directors and officers of Presidio immediately before the Effective Time shall be the directors and officers of the Surviving Corporation immediately after the Effective Time, each to hold office in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

1.6 Merger Consideration. At the Closing:

(a) All membership interests of NIS outstanding as of immediately before the Effective Time (the "NIS Interests"), shall be deemed cancelled, and

(b) Presidio, as the Surviving Corporation, shall assume all of the liabilities of NIS.

1.7 Further Actions. If, at any time after the Effective Time, any further action is necessary or desirable to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of Presidio and NIS, the officers and directors from time to time of the Surviving Corporation are fully authorized in the name of Presidio and NIS, as the case may be, or otherwise to take, and will take, all such lawful and necessary actions as are consistent with this Agreement.

**SECTION 2  
CONDITION TO EACH PARTY'S OBLIGATION TO CLOSE**

The respective obligations of each party to consummate the Merger are subject to the satisfaction, at or before the Closing, of the following condition:

2.1 Stockholder Approval. This Agreement and the Merger shall have been approved and adopted by Presidio's sole stockholder and NIS's sole member in accordance with the DLLCA and FBCA and each entity's Articles of Incorporation or Operating Agreement, as applicable.

**SECTION 3  
MISCELLANEOUS**

3.1 Amendment; Waiver. This Agreement may be amended only by an instrument signed by each party hereto, and any provision hereof may be waived only by an instrument signed by each party benefited by such provision.

3.2 Entire Agreement. This Agreement (including the Exhibits hereto), and any collateral agreements executed in connection with the consummation of the transactions contemplated herein constitute the entire agreement among the parties with respect to the transactions contemplated hereby, and supersede all prior agreements and understandings, written or oral, with respect thereto.

3.3 Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, exclusive of its choice of law rules.

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SECRETARY OF STATE  
DELAWARE

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IN WITNESS WHEREOF, the parties, intending to be bound hereby, have executed this Agreement under seal as of the date first written above.


**THE PRESIDIO CORPORATION**

By: 

Name: Joel A. Schleicher

Title: Chairman

**NETWORKED INFORMATION SYSTEMS, LLC**

By: 

Name: Joel A. Schleicher

Title: Chief Executive Officer

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TALLAHASSEE, FLORIDA

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The undersigned, being the duly elected Secretary of The Presidio Corporation, hereby certifies that this Agreement has been adopted by the sole stockholder of The Presidio Corporation

\_\_\_\_\_  
Timothy Dec, Secretary

The undersigned, being the duly elected Secretary of Networked Information Systems, LLC, hereby certifies that this Agreement has been adopted by the sole member of Networked Information Systems, LLC.

\_\_\_\_\_  
Timothy Dec, Secretary



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IN WITNESS WHEREOF, the parties, intending to be bound hereby, have executed this Agreement under seal as of the date first written above.

**THE PRESIDIO CORPORATION**

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

Name: Joel A. Schleicher

Title: Chairman

**NETWORKED INFORMATION SYSTEMS, LLC**

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

Name: Joel A. Schleicher

Title: Chief Executive Officer

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

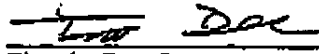
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The undersigned, being the duly elected Secretary of The Presidio Corporation, hereby certifies that this Agreement has been adopted by the sole stockholder of The Presidio Corporation

  
\_\_\_\_\_  
Timothy Dec, Secretary

The undersigned, being the duly elected Secretary of Networked Information Systems, LLC, hereby certifies that this Agreement has been adopted by the sole member of Networked Information Systems, LLC.

  
\_\_\_\_\_  
Timothy Dec, Secretary

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EXHIBIT A

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TALLAHASSEE, FLORIDA

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**STATE OF DELAWARE  
CERTIFICATE OF MERGER**

Merging

**NETWORKED INFORMATION SYSTEMS, LLC**  
(a Delaware limited liability company)

with and into

**THE PRESIDIO CORPORATION**  
(a Florida corporation)  
which will be the surviving company  
under the name "Presidio Networked Solutions, Inc."

In accordance with Section 18-209 of the Delaware Limited Liability Company Act, The Presidio Corporation, a Florida corporation, does hereby certify:

**FIRST:** That the name and state of formation of the constituent companies to the Merger are as follows:

<u>Name</u>	<u>State of Formation</u>
The Presidio Corporation	Florida
Networked Information Systems, LLC	Delaware

**SECOND:** That an Agreement and Plan of Merger dated as of February 2, 2007 (the "Merger Agreement") by and among Networked Information Systems, LLC and The Presidio Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent companies.

**THIRD:** That the company in the Merger shall be Presidio Networked Solutions, Inc., its name having changed from "The Presidio Corporation" in connection with such Merger (the "Surviving Company").

**FOURTH:** That the executed Merger Agreement is on file at an office of the Surviving Company at: Presidio Networked Solutions, Inc., 7601 Ora Glen Drive, Suite 100 Greenbelt, MD 20770.

**FIFTH:** That a copy of the Merger Agreement will be furnished by the Surviving Company to any member of Networked Information Systems, LLC or any stockholder of The Presidio Corporation, upon request and without charge.

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**SIXTH:** That the Surviving Company agrees that it may be served with process in the State of Delaware in any action, suit, or proceeding for the enforcement of any obligation of Networked Information Systems, LLC, and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit or proceeding, and the Secretary of State may deliver a copy of such service of process to the Surviving Company at the following address: Presidio Networked Solutions, Inc., 7601 Ora Glen Drive, Suite 100 Greenbelt, MD 20770.

IN WITNESS WHEREOF, The Presidio Corporation has caused this Certificate of Merger to be signed by its authorized person as of February 2, 2007.

**THE PRESIDIO CORPORATION**

By: /s/ Timothy Dec  
Timothy Dec, Secretary

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EXHIBIT B

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**STATE OF FLORIDA  
ARTICLES OF MERGER**

Merging

**NETWORKED INFORMATION SYSTEMS, LLC**  
(a Delaware limited liability company)

with and into

**THE PRESIDIO CORPORATION**  
(a Florida corporation)  
which will be the surviving company  
under the name "Presidio Networked Solutions, Inc."

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Networked Information Systems, LLC	Delaware

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**FIFTH:** That a copy of the Merger Agreement will be furnished by the Surviving Company to any member of Networked Information Systems, LLC upon request and without charge.

IN WITNESS WHEREOF, The Presidio Corporation has caused this Certificate of Merger to be signed by its authorized person as of February 2, 2007.

**THE PRESIDIO CORPORATION**

By: /s/ Timothy Dec  
Timothy Dec, Secretary

**NETWORKED INFORMATION SYSTEMS, LLC**

By: /s/ Timothy Dec  
Timothy Dec, Secretary

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TALLAHASSEE, FLORIDA

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**EXHIBIT A**

**Merger Agreement**

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TALLAHASSEE, FLORIDA

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