

Divisio

PO100003064

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000170202 3))



H070001702023ABCT

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:53

To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

*please check on this and send evidence*  
*thanks!*  
*please backdate to 6/29*  
*thanks!*

RECEIVED  
07 JUL -5 AM 8:00  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Presidio Networked Solutions, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	14 15
Estimated Charge	\$87.50

RLH

Electronic Filing Menu

Corporate Filing Menu

Help

**STATE OF FLORIDA  
ARTICLES OF MERGER**

Merging

**COMLANTA, LLC**  
(a Georgia limited liability company)

with and into

**PRESIDIO NETWORKED SOLUTIONS, INC.**  
(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, Presidio Networked Solutions, Inc., 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>
Presidio Networked Solutions, Inc.	Florida
Comlanta, LLC	Georgia

**SECOND:** That an Agreement and Plan of Merger dated as of June 29, 2007 (the "Merger Agreement") by and between Comlanta, LLC and Presidio Networked Solutions, Inc. has been approved, adopted, certified, executed and acknowledged by Presidio Networked Solutions, Inc. in accordance with Chapter 607 of the Florida Business Corporation Act, and by Comlanta, LLC, in accordance with Section 14-11-902 of the Official Code of Georgia, 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. (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 shareholder of the Surviving Company or any member of Comlanta, LLC upon request and without charge.

BOE 573209.2

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:53

IN WITNESS WHEREOF, Presidio Networked Solutions, Inc. has caused these Articles of Merger to be signed by its authorized person as of June 29, 2007.

**PRESIDIO NETWORKED SOLUTIONS, INC.**

By:   
Rodolfo Casasola, President

**COMLANTA, LLC**

By:   
Timothy Dec, Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:53

FL DEPT OF STATE

7/05/2007 10:55 850-245-6897

EXHIBIT A

Minutes Agreement

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:54

8502227515

87/05/2007 11:37 8502227515

CT CORP

**AGREEMENT AND PLAN OF MERGER**  
**BY AND BETWEEN**  
**COMLANTA, LLC**  
**AND**  
**PRESIDIO NETWORKED SOLUTIONS, INC.**

---

June 29, 2007

---

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 07 JUN 29 AM 10:54

FILED (11808)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of June 29, 2007 is by and between Comlanta, L.L.C, a Georgia limited liability company ("Comlanta") and Presidio Networked Solutions, Inc., a Florida corporation ("Presidio").

Recitals

WHEREAS, the Board of Directors of Presidio and the sole member of Comlanta have deemed it advisable and in the best interests of their respective companies and in the case of Presidio, its sole stockholder, to enter into a business combination by means of the merger of Comlanta 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 Georgia Limited Liability Company Act (the "GLLCA") and the Florida Business Corporation Act (the "FBCA"), Comlanta 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 company existence of Comlanta shall cease.

1.2 Closing. The consummation of the Merger (the "Closing") shall take place at the offices of Edwards Angel & Pakner & 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 articles of merger (the "Georgia Articles") in the form of Exhibit A hereto with respect to the Merger to be filed and recorded in accordance with the GLLCA, (c) cause articles of merger (the "Florida Articles") 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 Georgia Articles and the Florida Articles are duly filed with the Secretaries of State of the States of Delaware and Florida, respectively, in accordance with the FBCA and the GLLCA (the "Effective Time"). The Merger shall have the effects provided in this Agreement and the applicable provisions of the FBCA and the GLLCA.

1.4 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.

ROB111 13173377.1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:54

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 Comlanta outstanding as of immediately before the Effective Time, shall be deemed cancelled, and
- (b) Presidio, as the Surviving Corporation, shall assume all of the liabilities of Comlanta.

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 Comlanta, the officers and directors from time to time of the Surviving Corporation are fully authorized in the name of Presidio and Comlanta, 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 and Member Approval. This Agreement and the Merger shall have been approved and adopted by Presidio's sole stockholder and Comlanta's sole member in accordance with the OLLCA and FBCA and each entity's Articles of Incorporation, Operating Agreement, and/or By-laws, 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.

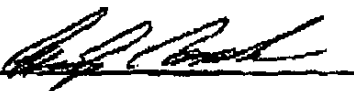
3.2 Entire Agreement. This Agreement (including the Exhibits hereto), and any collateral agreements executed in connection with the consummation of the transactions contemplated herein constitute the entire agreement among the parties with respect to the transactions contemplated hereby, and supersede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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:54

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

**PRESIDIO NETWORKED SOLUTIONS, INC.**

By: 

Name: Rodolfo Casco

Title: President

**COMLANTA, LLC**

By: 


Name: Timothy Dee

Title: An Authorized Officer

The undersigned, being the duly elected President of Presidio Networked Solutions, Inc., hereby certifies that this Agreement has been adopted by the sole stockholder of Presidio Networked Solutions, Inc.

  
Rodolfo Casco, President

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

  
Timothy Dee, Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:54

NOT RECORDED



FL DEPT OF STATE

7/05/2007 10:55 850-245-6897

EXHIBIT A

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:54

10/15/07

07/05/2007 11:37 8502227615

CT CORP

PAGE 10/15

**STATE OF GEORGIA  
ARTICLES OF MERGER**

**Merging**

**COMLANTA, LLC**  
(a Georgia limited liability company)

with and into

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

In accordance with Section 14-11-904 of the Official Code of Georgia, Presidio Networked Solutions, Inc., 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>
Presidio Networked Solutions, Inc.	Florida
Comlanta, LLC	Georgia

**SECOND:** That an Agreement and Plan of Merger dated as of June 29, 2007 (the "Merger Agreement") by and between Comlanta, LLC and Presidio Networked Solutions, Inc. has been approved, adopted, certified, executed and acknowledged by Comlanta, LLC and Presidio Networked Solutions, Inc. in accordance with Section 14-11-903 of the Official Code of Georgia, 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. (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 stockholder of the Surviving Company or member of Comlanta, LLC upon request and without charge.

D06111 12173375.1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:54

IN WITNESS WHEREOF, Presidio Networked Solutions, Inc. has caused these Articles of Merger to be signed by its authorized person as of June 29, 2007.

**PRESIDIO NETWORKED SOLUTIONS, INC.**

By:   
Rodolfo Casanova, President

**COMLANTA, LLC**

By:   
Timothy Dec, Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:54

8502227615

**EXHIBIT B**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10: 54

808 58707

**STATE OF FLORIDA  
ARTICLES OF MERGER**

Merging

**COMLANTA, LLC**  
(a Georgia limited liability company)

with and into

**PRESIDIO NETWORKED SOLUTIONS, INC.**  
(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, Presidio Networked Solutions, Inc., 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>
Presidio Networked Solutions, Inc.	Florida
Comlanta, LLC	Georgia

**SECOND:** That an Agreement and Plan of Merger dated as of June 29, 2007 (the "Merger Agreement") by and between Comlanta, LLC and Presidio Networked Solutions, Inc. has been approved, adopted, certified, executed and acknowledged by Presidio Networked Solutions, Inc. in accordance with Chapter 607 of the Florida Business Corporation Act, and by Comlanta, LLC, in accordance with Section 14-11-902 of the Official Code of Georgia, 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. (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 shareholder of the Surviving Company or any member of Comlanta, LLC upon request and without charge.

BOS 573209.2


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:54

IN WITNESS WHEREOF, Presidio Networked Solutions, Inc. has caused these Articles of Merger to be signed by its authorized person as of June 29, 2007.

**PRESIDIO NETWORKED SOLUTIONS, INC.**

By:   
Rodolfo Cassola, President

**COMLANTA, LLC**

By:   
Timothy Dac, Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JUN 29 AM 10:54

806 372003

2