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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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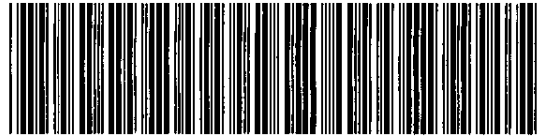
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Certificates of Status

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Effective date
12-31-08

Merger
Tew's
12-1-08

FILED
2008 NOV 24 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ATEX INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LAUREN CAREY
(Contact Person)

ATEX INC.
(Firm/Company)

5 BURLINGTON WOODS DRIVE, SUITE 100
(Address)

BURLINGTON, MA 01803-4571
(City/State and Zip Code)

For further information concerning this matter, please call:

LAUREN CAREY At (781) 685-3247
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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)
<u>ATEX INC.</u>	<u>FLORIDA</u>	<u>P01000075425</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>MACTIVE, INC.</u>	<u>FLORIDA</u>	<u>P02000037116</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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2008 NOV 24 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 12 / 31 / 2008 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 10 November 2008 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 10 November 2008 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

ATEX INC.


David Gibbon

JOHN HAWKINS - CEO

DAVID GIBBON - CFO, TREASURER

SCOTT REOSSLER - PRES, SECRETARY

MACTIVE, INC.


David Gibbon

JOHN HAWKINS - CEO

DAVID GIBBON - CFO, TREASURER

SCOTT REOSSLER - PRES, SECRETARY

Seventh: SIGNATURES FOR EACH CORPORATION

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ATEX INC.

JOHN HAWKINS - CEO

DAVID GIBBON - CFO, TREASURER

SCOTT REOSSLER - PRES, SECRETARY

MACTIVE, INC.

JOHN HAWKINS - CEO

DAVID GIBBON - CFO, TREASURER

SCOTT REOSSLER - PRES, SECRETARY

AGREEMENT AND PLAN OF MERGER

OF

ATEX INC.
AND
MACTIVE, INC.

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the 'Agreement'), dated as of 10 day of November, 2008, is made and entered into by and among Atex Inc., a Florida corporation ("Atex"), and Mactive, Inc. a Florida corporation ("Mactive") and wholly-owned subsidiary of Atex.

RECITALS:

- A. Atex is a corporation organized and existing under the laws of the State of Florida;
- B. Mactive is a corporation organized and existing under the laws of the State of Florida and a wholly-owned subsidiary of Atex.
- C. Atex and Mactive and their respective Boards of Directors deem it advisable and in the best interests of each corporation and their respective stockholders to merge Mactive with and into Atex pursuant to the provisions of the Corporation Law of the State of Florida

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that Mactive shall be merged into Atex (the "Merger") upon the terms and conditions hereinafter set forth.

ARTICLE I PRINCIPAL TERMS OF THE MERGER

1.1 Merger. On the Effective Date of the Merger (as defined in Article IV, Section 4.1 hereof), Mactive shall be merged with and into Atex, the separate existence of Mactive shall cease and Atex, (following the Merger referred to as the "Surviving Corporation") shall continue its existence under the laws of the State of Florida.

1.2 Name. The name of the surviving corporation in the merger herein certified is Atex Inc. which will continue its existence as said surviving corporation under its present name upon the effective date of December 31, 2008 pursuant to the provisions of the Florida Statutes.

1.3 Certificate of Incorporation of the Surviving Corporation. From and after the Effective Date and without further action on the part of the parties, the Certificate of Articles of Incorporation of Atex Inc. as Amended and Restated and filed with the State of Florida with the Articles of Merger shall be the Articles of Incorporation of said Surviving Corporation until further amended and changed in accordance with the provisions of the Florida Statutes.

1.4 Bylaws of the Surviving Corporation. From and after the Effective Date and without further action on the part of the parties, the Bylaws of Atex. as Amended and Filed with the Articles of Merger in the State of Florida shall be the Bylaws of the Surviving Corporation in substantially the form attached hereto.

1.5 Agreement of Merger. The executed Agreement of Merger between the aforesaid constituent corporations shall be on file at an office of the aforesaid Surviving Corporation, the address of which is as follows:

Atex Inc.
5 Burlington Woods Drive, Suite 100
Burlington, MA 01803-4571

A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid Surviving Corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

1.6 Directors and Officers. At the Effective Date of the Merger, the directors and officers of Atex in office at the Effective Date of the Merger shall become the directors and officers, respectively, of the Surviving Corporation, each of such directors and officers to hold office, subject to the applicable provisions of the Certificate of Incorporation and Bylaws of the Surviving Corporation and the State of Florida, until his or her successor is duly elected or appointed and qualified.

ARTICLE II

CERTIFICATES AND PLANS

2.1 Stock Certificates. After the Effective Date of the Merger, each certificate representing one issued and outstanding share of Mactive Common Stock will thereafter be deemed to represent one share of the Surviving Corporation Common Stock. The holder of the outstanding certificate theretofore representing the Mactive Common Stock will not be required to surrender such certificate to Mactive.

2.2 Employee Benefit and Compensation Plans. At the Effective Date of the Merger, each employee benefit plan, incentive compensation plan and other similar plans to which Mactive is a party shall continue to be the plan of the Surviving Corporation.

ARTICLE III

TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

3.1 Effects of the Merger. At the Effective Date of the Merger, the Merger shall have the effects specified in the Florida Statutes and this Agreement. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date of the Merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises, and shall be subject to all the restrictions, liabilities and duties of Atex and Mactive; the rights, privileges, powers and franchises of Atex and Mactive and all property, real, personal and mixed, and all debts due to each of them on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation, as they were of the respective constituent entities, and the title to any real estate whether by deed or otherwise vested in Atex or Mactive or either of them, shall not revert to be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of the parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent entities shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3.2 Additional Actions. If, at any time after the Effective Date of the Merger, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, or record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Mactive acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Agreement, Mactive and its proper officers and directors 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 property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement. The proper officers and directors of the Surviving Corporation are fully authorized in the name of Mactive or otherwise to take any and all such action.

ARTICLE IV

APPROVAL BY STOCKHOLDERS; AMENDMENT; EFFECTIVE DATE

4.1 Approval. This Agreement and Plan of Merger contemplated hereby are subject to approval by the requisite vote of the sole stockholder and board of directors of each corporation. As promptly as practicable after approval of this Agreement, duly authorized officers of Atex and Mactive shall cause such document to be filed with the Secretary of State of Florida in accordance with the laws of the State of Florida. The effective date (the "Effective Date") of the Merger shall be December 31, 2008.

4.2 Amendments. The Board of Directors of Atex may amend this Agreement at any time prior to the Effective Date, provided that an amendment made subsequent to the approval of the Merger by the stockholders of Atex shall not (a) alter or change the amount or kind of shares to be received in exchange for, or on conversion of, all or any of the shares of the Atex Common Stock, (b) alter or change any term of the Amended and Restated Certificate of Incorporation of Atex, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of the Atex Common Stock.

ARTICLE V

5.1 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be considered to be an original instrument.


5.2 Descriptive Headings. The descriptive headings are for convenience of reference only and shall not control or affect the meaning or construction of any provision of this Agreement.

5.3 Governing Law. This Agreement shall be construed in accordance with the laws of the State of Florida.

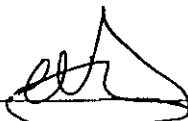
Signature Page to Follow

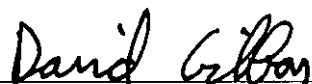
IN WITNESS WHEREOF, the undersigned officers of each of the parties to this Agreement, pursuant to authority duly given by their respective boards of directors, have caused this Agreement to be duly executed on the date set forth above.

SOLE STOCKHOLDER

By: 
Name: John Hawkins
Title: Stockholder

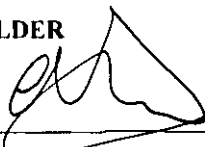
ATEX INC.

By: 
Name: John Hawkins
Title: Chief Executive Officer and Director


By: 
Name: David Gibbon
Title: Chief Financial Officer and Director


By: _____
Name: Scott Roessler
Title: President and Director

SOLE STOCKHOLDER

By: 
Name: John Hawkins
Title: Stockholder

MACTIVE, INC.

By: 
Name: John Hawkins
Title: Chairman and Director

By: 
Name: David Gibbon
Title: Chief Financial Officer and Director

By: _____
Name: Scott Roessler
Title: President, CEO and Director

IN WITNESS WHEREOF, the undersigned officers of each of the parties to this Agreement, pursuant to authority duly given by their respective boards of directors, have caused this Agreement to be duly executed on the date set forth above.

SOLE STOCKHOLDER

ATEX INC.

By: _____

By: _____

Name: John Hawkins

Name: John Hawkins

Title: Stockholder

Title: Chief Executive Officer and Director

By: _____

Name: David Gibbon

Title: Chief Financial Officer and Director

By: 

Name: Scott Roessler

Title: President and Director

SOLE STOCKHOLDER

MACTIVE, INC.

By: _____

By: _____

Name: John Hawkins

Name: John Hawkins

Title: Stockholder

Title: Chairman and Director

By: _____

Name: David Gibbon

Title: Chief Financial Officer and Director

By: 

Name: Scott Roessler

Title: President, CEO and Director

Amended and Restated Articles of Incorporation

Of

Atex Inc.

Atex Inc., a Florida corporation, hereby certifies as follows:

1. The name of the corporation is Atex Inc. (the "Corporation").
2. The text of the Certificate of Incorporation is hereby amended and restated to read in full as follows:

ARTICLE I

The name of the corporation is Atex Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

The mailing address for the Corporation in the United States is:

5 Burlington Woods Drive,
Suite 100,
Burlington, MA 01803-4571.

The mailing address and main office address in the State of Florida is:

410 N. Wickham Road
Suite 200
Melbourne, FL 32935

ARTICLE III

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida including but not limited to engaging in the sale and development of computer software and other related computer technology on both the domestic and International levels.

ARTICLE IV

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 2,100 shares of common stock of which 2,000 shares are without par value and 100 shares with one dollar (\$1.00 USD) par value.

ARTICLE V

The name of the Corporation's registered agent is CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324, United States of America.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Directors.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE IX

The Corporation shall, to the fullest extent permitted under the General Corporation Law of the State of Florida, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section as amended or supplemented (or any successor), and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

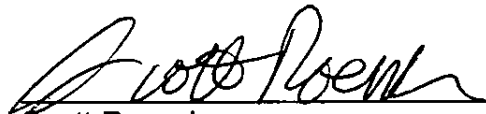
ARTICLE X

From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws.

Signature page to follow.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the in accordance with the General Corporation Law of the State of Florida and been executed by its President this 17 day of November 2008.

ATEX INC.

A handwritten signature in black ink, appearing to read "Scott Roessler", is written over a horizontal line.

Scott Roessler
President