

CT CORPORATION

PO1000099046

CORPORATION(S) NAME

Strategic Data Resources, Inc. (Massachusetts)

merging into:

Strategic Data Resources, Inc. (Florida)

FILED
2002 MAY 17 PM 1:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Name _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/17/02

Order#: 5351544

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Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette MAY 17 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

STRATEGIC DATA RESOURCES, INC., a Massachusetts corporation not
qualified

INTO

STRATEGIC DATA RESOURCES, INC., a Florida entity, P01000099046.

File date: May 17, 2002

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER OF
STRATEGIC DATA RESOURCES, INC.
AND
STRATEGIC DATA RESOURCES, INC.**

FILED
2002 MAY 17 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The Agreement and Plan of Merger attached hereto as Exhibit A and incorporated by reference herein was duly approved and adopted by the Sole Member of the Board of Directors of Strategic Data Resources, Inc., a Florida corporation ("Strategic"), and by the sole member of the Board of Directors of Strategic Data Resources, Inc., a Massachusetts corporation ("SDR").

II.

Approval and adoption of the Agreement and Plan of Merger by the shareholders of Strategic were effective as of May 13, 2002; while approval and adoption of the Agreement and Plan of Merger by the shareholders of SDR were effective as of May 13, 2002.

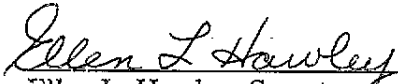
III.

The name of the surviving corporation is Strategic Data Resources, Inc., a Florida corporation.

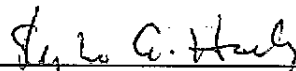
IV.

Pursuant to the Agreement and Plan of Merger, the merger of Strategic and SDR shall be effective on the date these Articles of Merger are filed with the Florida Department of State.

ATTEST:

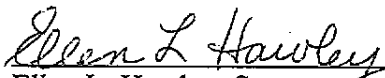

Ellen L. Hawley, Secretary

Strategic Data Resources, Inc., a Florida
Corporation


By: 
Stephen A. Hawley, President

CORPORATE SEAL

ATTEST:


Ellen L. Hawley, Secretary

Strategic Data Resources, Inc., a
Massachusetts corporation

By: 
Stephen A. Hawley, President

CORPORATE SEAL

**AGREEMENT AND PLAN OF MERGER OF
STRATEGIC DATA RESOURCES, INC.,
A MASSACHUSETTS CORPORATION
WITH AND INTO
STRATEGIC DATA RESOURCES, INC.,
A FLORIDA CORPORATION**

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of this 13th day of May, 2002, by and between Strategic Data Resources, Inc., a Florida corporation ("Strategic"), and Strategic Data Resources, Inc., a Massachusetts corporation ("SDR") (Strategic and SDR being hereinafter sometimes collectively referred to as the "Constituent Corporations").

WITNESSETH

WHEREAS, SDR is a corporation organized under the laws of the State of Massachusetts with its principal office therein located at 2 Hill Road, Bedford, Massachusetts 01730.

WHEREAS, SDR has authorized capital stock consisting of: 12,500 shares of common stock, \$0 par value, ("SDR Common Stock"), of which 74 shares are issued and outstanding, and 12,426 shares are held in the treasury;

WHEREAS, Strategic is a corporation organized under the laws of the State of Florida with its principal office therein located at 5312 Inverness Drive, Sarasota, Florida 34243;

WHEREAS, the laws of the States of Florida and Massachusetts permit a merger of the Constituent Corporations;

WHEREAS, the Boards of Directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of each of the Constituent Corporations and their respective shareholders, and the shareholders have accepted such advice, that SDR be merged with and into Strategic on the terms and conditions hereinafter set forth, and by resolutions duly adopted have adopted the terms and conditions of this Agreement;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the Florida Business Corporation Code (the "Code"), that SDR shall be and hereby is, at the Effective Date (as hereinafter defined), merged with and into Strategic (Strategic subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "Strategic Data Resources, Inc.," and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, the manner of converting shares are and shall be as follows:

**Section 1
Merger**

1.1. On the Effective Date, SDR shall be merged with and into Strategic, and Strategic shall continue in existence and the merger shall in all respects have the effect provided for in Section 607.1106 of the Florida Business Corporation Code.

1.2. Without limiting the foregoing, on and after the Effective Date, the separate existence of SDR shall cease, and, in accordance with the terms of this Agreement, the title to all assets owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.3. Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of SDR, the last acting officers of SDR, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

Section 2

Terms of Transaction

2.1. Upon the Effective Date:

(a) Each share of SDR Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger, be canceled and retired and cease to exist without any conversion thereof.

(b) Each share of SDR Common Stock held in the treasury of SDR immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

(c) Each share of Strategic Common Stock outstanding and owned of record by its shareholders immediately prior to the Effective Date shall continue to represent one issued share of Common Stock of the Surviving Corporation.

Section 3

Directors and Officers

The persons who are directors and officers of Strategic immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

Section 4

Articles of Incorporation and Bylaws

4.1. From and after the Effective Date, the Articles of Incorporation of Strategic, as in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall

continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

4.2. From and after the Effective Date, the bylaws of Strategic, in effect at such date, shall be the bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

Section 5

Shareholder Approval, Effectiveness of Merger

This Merger has been approved and adopted by the shareholders of the Constituent Corporations. If this Agreement is duly authorized and adopted by the written consents of the Board of Directors and the Shareholders of the Constituent Corporations and is not terminated and abandoned pursuant to the provisions of Section 6 hereof, this Agreement shall be executed, and this Agreement, and Articles of Merger incorporating the terms of this Agreement, shall be filed and recorded in accordance with the laws of the States of Florida and Massachusetts as soon as practicable after the last approval by such Board of Directors and Shareholders. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for. The merger shall become effective on the date of filing the Articles of Merger with the Florida Department of State (said date is herein referred to as the "Effective Date").

Section 6

Termination

At any time prior to the filing of the Articles of Merger by the Secretary of State of Florida, the Board of Directors of SDR or Strategic may terminate and abandon this Agreement.

Section 7

Miscellaneous

7.1. This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

7.2. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove first written.

ATTEST:

Strategic Data Resources, Inc., a Florida
Corporation

Ellen L. Hawley
Ellen L. Hawley, Secretary

By: Stephen A. Hawley
Stephen A. Hawley, President

CORPORATE SEAL

ATTEST:

Strategic Data Resources, Inc., a
Massachusetts corporation

Ellen L. Hawley
Ellen L. Hawley, Secretary

By: Stephen A. Hawley
Stephen A. Hawley, President

CORPORATE SEAL