

P01000111198

CT CORPORATION

CORPORATION(S) NAME

Prizm Technology, Inc.

FILED
2002 MAY 14 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAY 14 PM 4:11
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

<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		

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

5/14/02

Order#: 5336021

CB

Ref#: _____

500005510055-- 1

-05/15/02--01001--012

Amount: \$ *****70.00 *****70.00

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

C. Coulliette MAY 14 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRIZM TECHNOLOGY, INC., a Florida corporation, P01000111198

INTO

PRIZM TECHNOLOGY, INC., a Delaware entity not qualified in Florida.

File date: May 14, 2002

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the *surviving* corporation is:

Name: **Prizm Technology, Inc.**
Jurisdiction: **Delaware**

Second: The name and jurisdiction of the sole *merging* corporation is:

Name: **Prizm Technology, Inc.**
Jurisdiction: **Florida**

Third: The Plan of Merger is attached hereto.

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



Fifth: Adoption of Merger by the *surviving* corporation:

The Plan of Merger was adopted by the unanimous vote of shareholders of the surviving corporation at a meeting duly held on May 9, 2002.

Sixth: Adoption of Merger by the *merging* corporation:

The Plan of Merger was adopted by the unanimous vote of shareholders of the merging corporation at a meeting duly held on May 9, 2002.

Seventh: Signatures for each corporation:

Name of Corporation	Signature	Name of Individual & Title
Prizm Technology, Inc. (a Florida Corporation)		Michael J. Boyle, President
Prizm Technology, Inc. (a Delaware corporation)		Michael J. Boyle, President

FILED
2002 MAY 14 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER AGREEMENT

THIS MERGER AGREEMENT (this "*Agreement*") is entered into as of May 9, 2002 by and between **Prizm Technology, Inc.**, a Delaware corporation ("*Prizm-Delaware*") and **Prizm Technology, Inc.**, a Florida corporation ("*Prizm-Florida*").

WHEREAS Prizm-Florida desires to merge with and into its wholly-owned subsidiary, Prizm-Delaware, so that Prizm-Delaware is the surviving corporation, it is hereby agreed as follows:

1. The Merger.

- 1.1 *The Merger.* Subject to the terms and conditions of this Agreement and in accordance with the provisions of the Delaware General Corporation Law (the "*DGCL*") and Chapter 607 of the Florida Statutes, at the Effective Time (as defined below,) Prizm-Florida shall be merged with and into Prizm-Delaware (the "*Merger*") and Prizm-Delaware shall be the surviving corporation (in such capacity, the "*Surviving Corporation*") and shall continue its corporate existence under the laws of the State of Delaware. At the Effective Time, the separate existence of Prizm-Florida shall cease.
- 1.2 *Filing and Effectiveness.* The Merger shall be effected by, and shall become effective upon, (the "*Effective Time*") the filing of —
 - (a) A Certificate of Ownership and Merger with the Secretary of State of Delaware in accordance with the provisions of Section 253 of the DGCL; and
 - (b) Articles of Merger with the Department of State of the State of Florida, in accordance with Sections 607.1104, 607.1105 and 607.0120 of the Florida Statutes.

2. The Surviving Corporation.

- 2.1 *Registered Agent.* The address of the Surviving Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.
 - 2.2 *Purpose.* The purpose of the Surviving Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the DGCL.
 - 2.3 *Capital Stock.* The total number of shares of capital stock which the Surviving Corporation shall be authorized to issue is 35,000,000 shares, \$0.001 par value per share.
 - 2.4 *Certificate of Incorporation.* The Certificate of Incorporation of Prizm-Delaware as in effect immediately prior to the Merger shall continue as the Certificate of Incorporation of the Surviving Corporation.
 - 2.5 *By-laws.* The By-laws of Prizm-Delaware as in effect immediately prior to the Merger shall continue as the By-laws of the Surviving Corporation.
 - 2.6 *Directors and Officers.* The directors and officers of Prizm-Delaware immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.
 - 2.7 *Employees.* Employees of Prizm-Florida on the effectiveness of the Merger shall become the employees of the Surviving Corporation and shall continue to be entitled to the same rights and benefits that they enjoyed as employees of Prizm-Florida.
3. *Exchange of Shares.* At the Effective Time, by virtue of the Merger and without the surrender of stock certificates or other documents or any other action by the holders of shares, by the holders of rights to acquire shares, or by any other persons, all outstanding shares of Prizm-Florida and all outstanding rights to acquire such shares shall be cancelled and the holders thereof shall receive a number of shares of the common stock, \$0.001 par value per share, or the rights to acquire such shares, as the case may be, of the Surviving Corporation equal to the number of shares of

Prizm-Florida common stock he, she or it held or had a right to acquire immediately prior to the Effective Time.

4. General.

4.1 *Effect of the Merger.* At and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes of each of Prizm-Florida and Prizm-Delaware; all the property, real and personal, including subscriptions to shares, causes of action and every other asset of Prizm-Florida and Prizm-Delaware shall vest in Prizm-Delaware as the Surviving Corporation without further action or deed; and Prizm-Delaware as the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of Prizm-Florida and Prizm-Delaware. No demand for any cause existing against either Prizm-Florida or Prizm-Delaware, or any stockholder, officer or director thereof, shall be released or impaired by the Merger, and no action or proceeding, whether civil or criminal, then pending by or against Prizm-Florida or Prizm-Delaware, or any stockholder, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised as if the Merger had not occurred, or the Surviving Corporation may be substituted in any such action or special proceeding in place of Prizm-Florida or Prizm-Delaware.

4.2 *Further Assurances.* If at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or in any other things are necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to any property rights of Prizm-Florida or Prizm-Delaware acquired or to be acquired by reason or as the result of the Merger, Prizm-Florida and Prizm-Delaware and their officers and directors shall and will execute and deliver all such deeds, assignments and assurances in law and do all things necessary, appropriate or advisable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of the Merger, and the officers and directors of Prizm-Florida and Prizm-Delaware and the officers and directors of the Surviving Corporation are fully authorized in the name of Prizm-Florida, Prizm-Delaware, the Surviving Corporation or otherwise to take any and all such action.

4.3 *Entire Agreement.* This Agreement constitutes the entire agreement of the parties hereto and supersedes all prior written or oral and all contemporaneous oral agreements, understandings and negotiations with respect to the subject matter hereof. This Agreement may be executed in several counterparts, each one of which shall be an original, and all of which shall constitute one and the same document.

4.4 *Governing Law.* This Agreement of Merger shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of Delaware, and, so far as applicable, the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

Prizm Technology, Inc.
(a Florida corporation)

By: Michael J. Boyle
Michael J. Boyle, President

ATTEST:

William H. Thompson
William H. Thompson, Secretary

Prizm Technology, Inc.
(a Delaware corporation)

By: Michael J. Boyle
Michael J. Boyle, President

ATTEST:

William H. Thompson
William H. Thompson, Assistant Secretary

PLAN OF MERGER

(Merger of a subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the *parent* corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name: **Prizm Technology, Inc.**
Jurisdiction: **Florida**

The name and jurisdiction of the *subsidiary* corporation is:

Name: **Prizm Technology, Inc.**
Jurisdiction: **Delaware**

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

At the effective time of the Merger, by virtue of the Merger and without the surrender of stock certificates or other documents or any other action by the holders of shares, by the holders of rights to acquire shares, or by any other persons, all outstanding shares of Prizm Technology, Inc., a Florida corporation ("*Prizm-Florida*") and all rights to acquire such shares shall be cancelled and the holders thereof shall receive a number of shares of the common stock, \$0.001 par value per share, or the rights to acquire such shares, as the case may be, of the surviving corporation (Prizm Technology, Inc., a Delaware corporation) equal to the number of shares of Prizm-Florida common stock he, she or it held or had a right to acquire immediately prior to the effective time of the Merger.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

At the effective time of the Merger, by virtue of the Merger and without the surrender of stock certificates or other documents or any other action by the holders of shares or by any other persons, all outstanding shares of Prizm Technology, Inc., a Florida corporation ("*Prizm-Florida*") shall be cancelled and the holders thereof shall receive a number of shares of the common stock, \$0.001 par value per share, of the surviving corporation (Prizm Technology, Inc., a Delaware corporation) equal to the number of shares of Prizm-Florida common stock he, she or it held immediately prior to the effective time of the Merger.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See Merger Agreement dated as of May 9, 2002 attached as Exhibit A.
