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From: Account Name : HOLLAND & KNIGHT
Account Number : 075350000340
Phone : (407)425-8500
Fax Number : (407)244-5288

Attention: Thelma
as per our discussion
when merger was
previously faxed to
you for review.
questions:
Suzanne Clevin
407-244-5289

DISSOLUTION OR WITHDRAWAL
SWI DIGITAL.COM INCORPORATED

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

Effective date
4-1-10
merger
Tlewi
3-30-10

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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> <small>(If known/ applicable)</small>
<u>Geosign Group Holdings (US) Inc.</u>	<u>Delaware</u>	<u>4326648</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>SWI Digital.com Incorporated</u>	<u>Florida</u>	<u>P01000122067</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 4 / 1 / 2010 (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 March 25, 2010 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 March 25, 2010

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Geosign Group Holdings (US) Inc.		Timothy G. Nyc, Chief Executive Officer
SWI Digital.com Incorporated		Timothy G. Nyc, President

PLAN OF MERGER

MERGING

SWI DIGITAL.COM INCORPORATED
(a Florida corporation; subsidiary)

WITH AND INTO

GEOSIGN GROUP HOLDING (US) INC.
(a Delaware corporation; parent)

**(Pursuant to Section 253 of the
Delaware General Corporation Law
and Section 607.1104 of the Florida Statutes)**

THIS PLAN OF MERGER, dated as of March 25, 2010, is among SWI DIGITAL.COM INCORPORATED, a Florida corporation ("SDCI"), and Geosign Group Holdings (US) Inc., a Delaware corporation ("GGH" and together with SDCI, the "Constituent Corporations").

WITNESSETH:

WHEREAS, SDCI is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on December 28, 2001;

WHEREAS, GGH is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on March 30, 2007; and

WHEREAS, SDCI is a wholly-owned subsidiary of GGH, and the Board of Directors of GGH deems it desirable, upon the terms and subject to the conditions herein stated, that SDCI be merged with and into GGH, and that on the Effective Date of the merger (as defined in 2.4 below): i) the outstanding shares of the common stock of SDCI shall be cancelled, and ii) the outstanding shares of the common stock of GGH shall continue to be outstanding.

NOW, THEREFORE:

1. Terms.

1.1. On the Effective Date, SDCI shall be merged with and into GGH, as the surviving corporation of the merger (the "Surviving Corporation"), and the separate corporate existence of SDCI shall thereupon cease, with the Surviving Corporation assuming all of the assets, liabilities and obligations of SDCI.

1.2. On the Effective Date, each then outstanding share of common stock of SDCI shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled, and each then outstanding share of common stock of GGH shall continue to be outstanding.

1.3. The Surviving Corporation, which is the holder of stock certificates representing all of the outstanding shares of SDCI common stock immediately prior to the Effective Date, acknowledges that such outstanding common stock shall be cancelled on the Effective Date.

2. Approval, Effective Date and Filing of Certificate/Articles of Merger

2.1 Pursuant to Section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida Statutes, involving the merger of a parent company with one or more of its subsidiaries, the Board of Directors of the Surviving Corporation has approved this Plan of Merger on behalf of the Surviving Corporation and in its capacity as sole stockholder of SDCI. Neither the vote of the stockholders of the Surviving Corporation, nor the Board of Directors of SDCI is required to effectuate this merger.

2.2 A Certificate of Ownership and Merger, executed in accordance with Section 253 of the Delaware General Corporation Law, shall be filed with the Secretary of State of the State of Delaware.

2.3 Articles of Merger, executed in accordance with Sections 607.1104 and 607.1105 of the Florida Statutes, shall be filed with the Florida Department of State, Division of Corporations.

2.4 The merger shall become effective on the time and date specified in the Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware, and the Articles of Merger filed with the Florida Division of Corporations, herein sometimes referred to as the "Effective Date of the merger" or the "Effective Date".

3. Certificate of Incorporation and By-Laws; Capital.

3.1 The Certificate of Incorporation of the Surviving Corporation, as now in force and effect shall continue to be the Certificate of Incorporation of said Surviving Corporation at the effective time of the merger, until amended and changed in the manner presented by the provisions of the Delaware General Corporation Law (the "DGCL").

3.2 The Bylaws of the Surviving Corporation in effect on the Effective Date of the merger shall be the Bylaws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

3.3 On the Effective Date, the directors and officers of the Surviving Corporation prior to the Effective Date shall continue to be the directors and officers of the Surviving Corporation, and they shall hold such directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

4. Appraisal Rights.

4.1 To the extent applicable, the stockholders of SDCI, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the

merger pursuant to Section 607.1321 of the Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

5. Waiver of Mailing Requirement.

5.1 The Surviving Corporation, as the sole stockholder of SDCI, hereby waives the requirement, under Section 607.1104 of the Florida Statutes, that a copy or a summary of this Plan of Merger be mailed to it.

6. Amendment and Termination.

6.1 At any time prior to the Effective Date, the Board of Directors of the Surviving Corporation may, to the extent permitted by the Delaware General Corporation Law and the Florida Statutes, amend, modify, supplement, terminate, or abandon this Plan of Merger.

The Undersigned, Chief Executive Officer of Geosign Group Holdings (US) Inc., hereby certifies that this Plan of Merger was adopted by the company on March 25, 2010.

GEOSIGN GROUP HOLDINGS (US) INC.

By: 

Timothy G. Nye
Chief Executive Officer