

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRSTPLACE SOFTWARE, INC., a Missouri corporation not authorized to
transact business in Florida

INTO

FIRSTPLACE SOFTWARE, INC., a Florida entity, P02000126380

File date: January 14, 2003

Corporate Specialist: Annette Ramsey

TO: Amendment Section
Division of Corporations

SUBJECT: Merger of FirstPlace Software, Inc. (of Florida)

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing. ____

Please return all correspondence concerning this matter to the following:

Daniel K. Richardson

(Name of person)

Shook, Hardy & Bacon L.L.P.

(Name of firm/company)

1010 Grand Boulevard, 5th Floor, P.O. Box 15607

(Address)

Kansas City, MO 64106

(City/state and zip code)

For further information concerning this matter, please call:

Daniel K. Richardson at (816) 329.6136

(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

— **Street Address:**
— Amendment Section
— Division of Corporations
— 409 E. Gaines St.
— Tallahassee, FL 32399

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.

03 JAN 14 AM 9:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FirstPlace Software, Inc.	Florida	P02000126380

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FirstPlace Software, Inc.	Missouri	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 12/16/02

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 12/16/02

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)

PLAN OF MERGER
(Merger of subsidiary corporation(s))

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:

<u>Name</u>	<u>Jurisdiction</u>
FirstPlace Software, Inc.	Missouri

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
FirstPlace Software, Inc.	Florida

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 are as follows:

Each outstanding share of FirstPlace Software, Inc. (of Missouri) will be exchanged for 1 share of FirstPlace Software, Inc. (of Florida).

(Attach additional sheets if necessary)

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:

Each outstanding share of FirstPlace Software, Inc. (of Missouri) will be exchanged for 1 share of FirstPlace Software, Inc. (of Florida).

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: