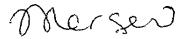
P020012638C

(Requestor's Name)						
(Ad	dress)					
(Address)						
(Cit	y/State/Zip/Phone	e #)				
PICK-UP	MAIT	MAIL				
(Business Entity Name)						
(Do	cument Number)					
Certified Copies	_ Certificates	of Status				
Special Instructions to	Filing Officer:					
		}				
		}				

Office Use Only



700009762447



01/14/03--01004--001 **78.75





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

	dment Section on of Corporations	<u>:</u>						
SUBJECT:	Merger of FirstPlace Software, Inc. (of Flo	rida)						
	(Name of surviving corpo	oration)		-	-	· <u>-</u>	•	
The enclosed	merger and fee are submitted for filing.	_						
Please return a	all correspondence concerning this matt	er to	the f	ollowing	; :			
Daniel K. Rich	nardson (Name of person)			_		- ₹,⁻		
	(Mattie of person)							
Shook, Hardy	& Bacon L.L.P.			_		- A		
	(Name of firm/company)	-						
1010 Grand B	oulevard, 5th Floor, P.O. Box 15607	_		_	•			
	(Address)	·-						
Kansas City, I	MO 64106							
	(City/state and zip code)			-		•.		
For further inf	Formation concerning this matter, please	call:						
Daniel K. Ric	hardson	at	(_	816)_	329.6136		
• • • • • • • • • • • • • • • • • • •	(Name of person)			(Area	code &	daytime telepho	ne number)	
	d copy (optional) \$8.75 (plus \$1 per pa please send an additional copy of you							um of
Mailing Adda Amendment S Division of Co P.O. Box 6327 Tallahassee, F	ection orporations 7	<u>-</u>	Am Div 409	eet Add nendmen vision of E. Gain lahassee	t Sect. Corpo les St.	orations		

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act MA LINE pursuant to section 607.1105, F.S. First: The name and jurisdiction of the surviving corporation: Jurisdiction Name Document Numb (If known/applicable) FirstPlace Software, Inc. Florida P02000126380 Second: The name and jurisdiction of each merging corporation: Name Jurisdiction Document Number (If known/applicable) Missouri FirstPlace Software, Inc. 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.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	- Signature -	Typed or Printed Name of Individual & Title			
FirstPlace Software, Inc. (of Missouri)	Bother	Brent Winters, President			
FirstPlace Software, Inc. (of Florida)	Buthit	Brent Winters, President			
· 等a					
		gar j			
	=				
<u> </u>					
<u>=</u> _					
					
	<u></u>	a The			

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 <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	<u> </u>			-	<u>Jurisdiction</u>		· North		
FirstPlace Software,	Inc.	- 7/	<u></u> % -	·	Missouri	<u> </u>	<u> </u>	<u>.</u>	
						,			- "
The name and juris	diction of e	each <u>subsid</u>	iary corpor	ation:					
<u>Name</u>	÷ .				Jurisdiction				· ·-
FirstPlace Software,	Inc.				Florida		200- ~		
	5	<u></u>	<u></u>	. -			ing.		
	33	<u> </u>	<u> </u>						
	_ <u></u>	yeurs, Art.	<u> </u>	-	:_		— <u> </u>		
				. : <u>==</u>	<u> </u>	· · ·	3		<u> </u>

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: