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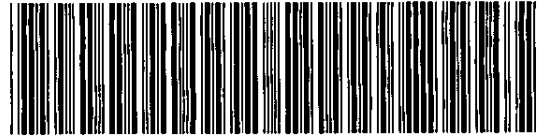
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
15 MAR 25 PM 1:55  
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TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
15 MAR 25 PM 1:26  
CORPORATION DIVISION  
DEPARTMENT OF STATE  
WASHINGTON, D.C. 20540

Merger  
03/26/15  
DC



CT Corporation

515 East Park Avenue  
Tallahassee, FL 32301

850 558 1930 tel  
855 637 1628 fax  
www.ctcorporation.com

March 25, 2015

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 9489872 SO  
Customer Reference 1: 110367.0000006  
Customer Reference 2: Project Epic

(File 1\*)

Dear Department of State, Florida :

Please obtain the following:

Epic Merger Sub, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Agilex Technologies, Inc. (FL)  
Merger (Survivor)  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092.

Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

ARTICLES OF MERGER  
OF  
EPIC MERGER SUB, INC.  
a Florida corporation  
INTO  
AGILEX TECHNOLOGIES, INC.  
a Florida corporation

FILED  
15 MAR 25 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Agilex Technologies, Inc.	Florida	Corporation

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Epic Merger Sub, Inc.	Florida	Corporation

3. The Plan and Agreement of Merger is attached.

4. The merger shall become effective on March 25, 2015.

5. The Plan and Agreement of Merger was adopted by the board of directors and shareholders of the surviving corporation on February 5, 2015.

6. The Plan and Agreement of Merger was adopted by the board of directors and sole shareholder of the merging corporation on January 30, 2015 and February 5, 2015, respectively.

Dated this 25<sup>th</sup> day of March, 2015.

Signatures of each corporation:

Merging corporation:

Epic Merger Sub, Inc.

Surviving corporation:

Agilex Technologies, Inc.

By: Ronald J. Roberts  
Name: Ronald J. Roberts  
Title: Secretary

By: \_\_\_\_\_  
Name: John Harlee  
Title: Vice President

**ARTICLES OF MERGER  
OF  
EPIC MERGER SUB, INC.  
a Florida corporation  
INTO  
AGILEX TECHNOLOGIES, INC.  
a Florida corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Agilex Technologies, Inc.	Florida	Corporation

2. The name and jurisdiction of the merging corporation:

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Epic Merger Sub, Inc.	Florida	Corporation

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Dated this 25<sup>th</sup> day of March, 2015.

Signatures of each corporation:

Merging corporation:

Epic Merger Sub, Inc.

By: \_\_\_\_\_  
Name: Ronald J. Roberts  
Title: Secretary

Surviving corporation:

Agilex Technologies, Inc.

By:  \_\_\_\_\_  
Name: John Harilee  
Title: Vice President

**PLAN AND AGREEMENT OF MERGER  
OF  
EPIC MERGER SUB, INC.  
a Florida Corporation  
INTO  
AGILEX TECHNOLOGIES, INC.  
a Florida Corporation**

The following Plan and Agreement of Merger was adopted and approved by each party to the merger in accordance with the Florida Business Corporation Act ("FBCA"), pursuant to Section 607.1101, Florida Statutes:

**FIRST:** The name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Agilex Technologies, Inc.	Florida	Corporation

**SECOND:** The name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Epic Merger Sub, Inc.	Florida	Corporation

**THIRD:** The Plan and Agreement of Merger was approved by the shareholders of the surviving corporation and the merging corporation.

**FOURTH:** The merger shall become effective as of the time of filing (the "Effective Time").

**FIFTH:** The terms and conditions of the merger are as follows:

1. Upon the terms and subject to the conditions of the Agreement and Plan of Merger (the "Agreement"; capitalized terms not defined herein shall have the meanings assigned such terms in the Agreement) by and among Accenture Sub, Inc., a Delaware corporation (the "Parent"), Epic Merger Sub, Inc., a Florida corporation and wholly-owned subsidiary of Parent ("Merger Sub"), Agilex Technologies, Inc., a Florida corporation (the "Company") and Robinette Group, PLC, solely in such Person's capacity as Equityholder Representative, at the Effective Time, pursuant to the applicable provisions of the FBCA, Merger Sub shall be merged with and into the Company (the "Merger"), and the separate corporate existence of Merger Sub shall thereupon cease in accordance with the provisions of the FBCA. The Company shall be the surviving corporation in the Merger and a wholly-owned Subsidiary of the Parent, and shall continue to exist as the surviving corporation pursuant to the applicable provisions of the FBCA. The separate corporate existence of the Company with all its rights, privileges, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in the FBCA (including Section 607.1106 thereof). With respect to periods from and after the Effective Time, the Company is sometimes referred to as the "Surviving Corporation."

2. The articles of incorporation of the Surviving Corporation shall be amended as of the Effective Time to be as set forth in Exhibit A attached hereto. Such amended articles of incorporation of the Surviving Corporation shall continue in full force and effect until further amended in the manner prescribed by the provisions of the FBCA. The bylaws of Merger Sub as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation until thereafter amended in accordance with applicable Law.

3. The officers of Merger Sub shall be the officers of the Surviving Corporation immediately after the Effective Time and will hold office until their successors are duly elected or appointed and qualified in the manner provided in the certificate of incorporation or bylaws of the Surviving Corporation or as otherwise provided by Law, or until their earlier death, resignation or removal. The directors of Merger Sub shall be the directors of the Surviving Corporation immediately after the Effective Time and will serve until their successors are duly elected or appointed and qualified in the manner provided in the certificate of incorporation or bylaws of the Surviving Corporation or as otherwise provided by Law, or until their earlier death, resignation or removal.

**SIXTH:** The manner and basis of converting the shares of the Merger Sub and the Surviving Corporation shall be as follows:

1. All Company Common Stock owned by the Company as treasury stock or authorized but currently unissued stock immediately prior to the Effective Time will, by virtue of the Merger, and without any action on the part of the holder thereof, no longer be outstanding, will be cancelled and retired without payment of any consideration therefor and will cease to exist.

2. Each share of common stock of Merger Sub issued and outstanding immediately prior to the Effective Time will be converted into and become one fully paid and non-assessable share of common stock of the Surviving Corporation.

3. Each share of Company Common Stock issued and outstanding immediately prior to the Effective Time (including Class A Common Stock issued to holders of Company Stock Options who have exercised such Company Stock Options prior to the Effective Time), will be cancelled and converted into a right to receive, subject to compliance with Section 2.7 of the Agreement and in accordance with the terms of the Agreement, the Per Share Consideration plus a portion of any additional amounts of the Purchase Price that may become payable to Equityholders after the Closing pursuant to the Agreement (including Sections 2.6, 2.8, 10.3 and 24(d) of the Agreement) or pursuant to the Escrow Agreement. From and after the Effective Time, all such shares of Company Common Stock no longer will be outstanding and automatically will be cancelled and retired.

4. From and after the Effective Time, the holders of Certificates shall cease to have any rights with respect to such Certificates, except as set forth in Section 2.2(c) of the Agreement and except as set forth in Section 2.8 of the Agreement.

5. Each Company Stock Option outstanding, whether or not vested, immediately prior to the Effective Time, shall be cancelled and extinguished and shall be converted

automatically into and become a right to receive from the Company, as of the *Effective Time*, in full satisfaction of such Company Stock Option, an amount of cash for each share of Company Common Stock issuable upon exercise of such Company Stock Option equal to the Per Share Consideration less the applicable exercise price per share of Common Stock issuable under such Company Stock Option. In addition, after the Closing, each Optionholder shall be entitled to receive from the Company a portion of any additional amounts of the Purchase Price that may become payable to Equityholders after the Closing pursuant to the Agreement (including Sections 2.6, 2.8, 10.3 and 24(d) of the Agreement) or pursuant to the Escrow Agreement.

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Exhibit A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AGILEX TECHNOLOGIES, INC.**



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AGILEX TECHNOLOGIES, INC.**

Pursuant to Articles of Merger submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1105, Florida Statutes, and as set forth in the Plan of Merger duly adopted and approved by each party to the merger in accordance with FBCA Section 607.1103, Florida Statutes, Agilex Technologies, Inc., hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I**  
**Name**

The name of the Corporation is Agilex Technologies, Inc. (the "Corporation").

**ARTICLE II**  
**Principal Place of Business and Mailing Address**

The Corporation's principal place of business and mailing address are: 5155 Parkstone Drive, Chantilly, VA 20151.

**ARTICLE III**  
**Purpose**

The purpose for which the Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the State of Florida.

**ARTICLE IV**  
**Shares**

The Corporation is authorized to issue One Thousand (1,000) shares of common stock with no par value per share. To the fullest extent permitted under Florida law, all matters submitted to the Corporation's shareholders for approval, including with respect to mergers, shall be decided by a simple majority vote.

**ARTICLE V**  
**Director**

The name and address of the director of the Corporation is:

<u>Name</u>	<u>Address</u>
Gerard F. Amann	5155 Parkstone Drive, Chantilly, VA 20151.

**ARTICLE VI**  
**Registered Agent and Office**


The name and street address of the Corporation's registered agent are:

<u>Name</u>	<u>Address</u>
Corporate Creations Network Inc.	11380 Prosperity Farms Rd., #221E Palm Beach Gardens, Florida 33410

**[Signature on the Following Page]**

Dated this 25th day of March, 2015.

By:

  
By: Gerard F. Amann  
Title: Authorized Person

## ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 25th day of March, 2015.

CORPORATE CREATIONS NETWORK INC.

By:

  
Jim Perkins, Vice President