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P28753

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

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TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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Compass Technology, Inc.

Merging with 6 into:

Ortel Communications Corporation

FILED
97 JUN 30 PM 3:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

☐ Amendment
☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing

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John Merger
C.C.

P28753

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPASS TECHNOLOGY, INC., a Florida corporation, K63027

INTO

OCTEL COMMUNICATIONS CORPORATION, a Delaware corporation,
P28753

File date: June 30, 1997

Corporate Specialist: Joy Moon-French

FILED

ARTICLES OF MERGER

97 JUN 30 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger, dated as of June 29, 1997 ("Merger Agreement"), are made by and between Octel Communications Corporation, a Delaware corporation ("Octel" or the "Surviving Corporation"), and Compass Technology, Inc., a Florida corporation ("Compass"). Octel and Compass are sometimes referred to as the "Constituent Corporations."

INTENDING TO BE LEGALLY BOUND, and in consideration of the premises and mutual covenants and agreements contained herein, the parties hereby agree as follows:

ARTICLE I.

THE MERGER

A. Merger of Compass With and Into Octel.

1. *Agreement to Merge.* Compass shall be merged into Octel (the "Merger") according to the terms of these Articles of Merger.
2. *Effective Time of the Merger.* The Merger shall become effective at such time (the "Effective Time of the Merger") as this Merger Agreement and officers' certificates of each Constituent Corporation are filed with the Secretary of State of Florida pursuant to Section 607.1104 of the Florida 1989 Business Corporation Act and a Certificate of Ownership and Merger of Octel is filed with the Secretary of State of Delaware pursuant to Section 253 of the Delaware General Corporation Law.
3. *Surviving Corporation.* At the Effective Time of the Merger, Compass shall be merged into Octel and the separate corporate existence of Compass shall thereupon cease. Octel shall be the surviving corporation in the Merger and the separate corporate existence of Octel, with all its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the Merger.

B. Effect of the Merger; Additional Actions.

1. *Effects.* The Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law and in Section 607.1106 of the Florida 1989 Business Corporation Act.
2. *Additional Actions.* If, at any time after the Effective Time of the Merger, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable (i) to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Compass or (ii) to otherwise carry out the purposes of this

Merger Agreement, Compass and its officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such deeds, bills of sale, assignments and assurances and to take and do all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the officers and directors of the Surviving Corporation are fully authorized in the name of Compass or otherwise to take any and all such actions.

ARTICLE II.

THE CONSTITUENT CORPORATIONS

A. Compass

1. *Organization of Compass.*

a. *Incorporation.* Compass was incorporated under the laws of the State of Florida on January 30, 1989.

b. *Authorized Stock.* Compass is authorized to issue an aggregate of 1,000 shares of Common Stock, \$.01 par value ("**Compass Common Stock**").

c. *Outstanding Stock.* On the date hereof, 1,000 shares of Compass Common Stock were outstanding, all of which were held by Octel.

2. *Compass Board Approval.* The Board of Directors of Compass duly approved and adopted this Merger Agreement without a meeting by written consent on _____, 1997 in accordance with the provisions of Section 607.134 of the Florida 1989 Business Corporation Act.

3. *Compass Shareholder Approval.* The sole shareholder of Compass, as the holder of the number of shares of Compass that would be necessary to authorize or take such action at a shareholder meeting, duly approved and adopted this Merger Agreement without a meeting by written consent on June 29, 1997 in accordance with the provisions of Section 607.0704 of the Florida 1989 Business Corporation Act.

B. Octel

1. Organization of Octel.

a. *Incorporation.* Octel was incorporated under the laws of the State of Delaware on June 22, 1987.

b. *Authorized Stock.* Octel has authorized two classes of stock, designated "Common Stock and "Preferred Stock." There are authorized 200,000,000 shares of Common Stock, \$.001 par value and 5,000,000 shares of Preferred Stock, \$.001 par value.

2. Octel Stockholder Approval. Approval by the stockholders of Octel of this Merger Agreement is not required pursuant to Section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida 1989 Business Corporation Act.

3. Octel Board Approval. The Board of Directors of Octel duly approved and adopted this Merger Agreement without a meeting by written consent, a copy of which is attached hereto as **Exhibit A**, on March 24, 1997 in accordance with the provisions of Section 141(f) of the Delaware General Corporation Law.

ARTICLE III.

CERTIFICATE OF INCORPORATION, BYLAWS AND DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

A. Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of Octel in effect immediately prior to the Effective Time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation unless and until amended as provided by law and such Certificate of Incorporation.

B. Bylaws of Surviving Corporation. The Bylaws of Octel in effect immediately prior to the Effective Time of the Merger shall be the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by applicable law, the Certificate of Incorporation of the Surviving Corporation and such Bylaws.

C. Officers and Directors of Surviving Corporation. The directors of Octel immediately prior to the Effective Time of the Merger shall be the officers and directors of the Surviving Corporation.

ARTICLE IV.

EFFECT OF THE MERGER ON THE CAPITAL STOCK OF COMPASS

A. Effect on Capital Stock. As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of Compass Common Stock, all shares of Compass Common Stock, if any, that are owned directly or indirectly by Compass or by any subsidiary of Compass and any shares of Compass Common Stock that are owned by Octel or by any subsidiary of Octel shall be canceled and no stock of Octel or other consideration shall be delivered in exchange therefor. In this Merger Agreement, a "subsidiary" of a corporation or other entity means a corporation or other entity the voting securities of which are owned or otherwise controlled directly or indirectly by such parent corporation or other entity in such amounts as are sufficient to elect at least a majority of the Board of Directors or other managers of such corporation or other entity.

ARTICLE V.

TERMINATION

A. Termination by Mutual Agreement. Notwithstanding the approval of this Merger Agreement by the Compass shareholder, this Merger Agreement may be terminated at any time prior to the Effective Time of the Merger by the mutual written consent of Octel and Compass.

B. Effects of Termination. In the event of the termination of this Merger Agreement, this Merger Agreement shall forthwith become void and there shall be no liability on the part of either Compass or Octel or their respective officers or directors.

ARTICLE VI.

GENERAL PROVISIONS

A. Amendment. This Merger Agreement may be amended by the parties hereto any time before or after approval hereof by the Compass shareholder but, after such approval, no amendment shall be made which by law requires the further approval of shareholders without obtaining such approval. This Merger Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

B. Service of Process. The Surviving Corporation may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the Surviving Corporation,

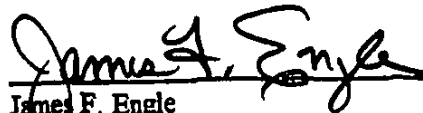
including any obligation of the Surviving Corporation arising from the Merger, and the Surviving Corporation does hereby irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Florida is Octel Communications Corporation, 1001 Murphy Ranch Road, Milpitas, CA 95035 (Attn: General Counsel) until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Florida duplicate copies of such process, one of which copies the Secretary of State of Florida shall forthwith send by registered mail to said Octel Communications Corporation at the above address.

C. **Counterparts.** This Merger Agreement may be executed in one or more counterparts and when so executed, each counterpart shall be deemed to be an original, and said counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date first written above.

COMPASS TECHNOLOGY, INC.

By:


James F. Engle
Treasurer

By:


Derek S. Daley
Secretary

OCTEL COMMUNICATIONS CORPORATION

By:


Robert Cohn
President

By:


Derek S. Daley
Secretary

Exhibit A

Resolutions Adopted by the Octel Board of Directors

OCTEL COMMUNICATIONS CORPORATION
RESOLUTIONS TO BE ADOPTED BY THE BOARD OF DIRECTORS

March 24, 1997

Mergers With Compass Technology, Inc. and VMX Credit Corporation

RESOLVED: That the actions heretofore taken by officers of this corporation in negotiating the proposed mergers between Compass Technology, Inc. ("Compass") and VMX Credit Corporation ("VMX Credit") and Octel (collectively, the "Mergers") are hereby ratified and approved.

RESOLVED FURTHER: That the Articles of Merger by and between Octel and Compass, and the Certificate of Ownership and Merger by Octel (collectively, the "Merger Documents") substantially in the forms attached hereto as Exhibits A and B, respectively, and all transactions and agreements contemplated by the Merger Documents, are hereby ratified and approved.

RESOLVED FURTHER: That the appropriate officers of the corporation are hereby authorized and directed to execute, file and deliver on behalf of the corporation the Merger Documents with all exhibits thereto, and any other documents deemed necessary to carry out the purpose and intent of the Merger Documents.

RESOLVED FURTHER: That the officers of the corporation are hereby authorized to take all other steps necessary or appropriate to carry out the intent and purposes of the foregoing resolutions.

Stockholder Approval

RESOLVED: That the officers of this corporation are hereby authorized, directed and empowered to give the written consent of Octel, as the sole stockholder of Compass and VMX Credit, to the Mergers.

Assignment of Contracts; Transfer of Property

RESOLVED: That the officers of this corporation are hereby authorized, directed and empowered to cause the assignment to Octel at the effective times of the Mergers insofar as possible without any change in the rights and obligations attendant thereto of any person or entity, of all agreements, contracts, rights, entitlements or other arrangements (including any novation required) to which Compass or VMX Credit is a party, including the giving of any and

all notices of, and the obtaining of any and all consents to, such assignment to, and from, any person or entity, where such notice or consent is required for any such assignment.

RESOLVED FURTHER: That the officers of this corporation are hereby authorized, directed and empowered to cause the transfers to Octel of all property of any and all types of Compass and VMX Credit, whether tangible or intangible, or personal or real, in the Mergers.

Omnibus Resolutions

RESOLVED: That the officers of the corporation are hereby authorized, directed and empowered to execute all documents and take whatever action is deemed necessary or advisable to carry out and perform the obligations of this corporation as set forth in the resolutions set forth above, and all actions taken by them prior hereto with such purpose are hereby ratified.

Exhibit A

Agreement of Merger With Compass

Exhibit B

Certificate of Ownership and Merger With VMX Credit

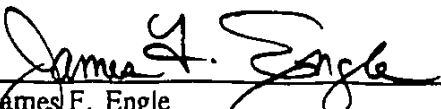
OCTEL COMMUNICATIONS CORPORATION

Certificate of Ownership and Merger

James F. Engle and Derek S. Daley certify that:

1. They are Vice President and Corporate Treasurer and Secretary, respectively, of Octel Communications Corporation, a Delaware corporation (the Company).
2. The Company owns 100% of the outstanding stock of VMX Credit Corporation, a Delaware corporation (VMX Credit).
3. On March 24, 1997, the Company's Board of Directors adopted the resolutions set forth on **Exhibit A** providing for the merger of VMX Credit with and into the Company.
4. Pursuant to Section 253 of the Delaware General Corporation Law, VMX Credit shall merge with and into the Company upon the filing of this Certificate with the State of Delaware.

Executed in Milpitas, California on June 29, 1997.


James F. Engle
Vice President and Corporate Treasurer


Derek S. Daley
Secretary

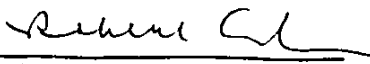
OCTEL COMMUNICATIONS CORPORATION

OFFICERS' CERTIFICATE

Robert Cohn and Derek S. Daley certify that:

1. They are the President and the Secretary, respectively, of Octel Communications Corporation (the "Company"), a corporation organized under the laws of the State of Delaware.
2. The Company has authorized two classes of stock, designated "Common Stock" and "Preferred Stock." There are authorized 200,000,000 shares of Common Stock and 5,000,000 shares of Preferred Stock.
3. Approval by the stockholders of the Agreement and Plan of Merger attached hereto (the "Merger Agreement") was not required pursuant to Section 253 of the Delaware Corporation Law and Section 607.1104 of the Florida 1989 Business Corporation Act.
4. The principal terms of the Merger Agreement were approved by the Board of Directors of the Company on June 29, 1997, at which time the resolutions attached as Exhibit A hereto were adopted.
5. The undersigned further declare under penalty of perjury under the laws of the State of Delaware that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

Executed in Milpitas, California on June 29, 1997.


Robert Cohn
President

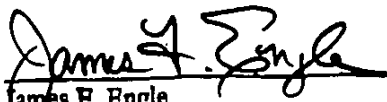

Derek S. Daley
Secretary

COMPASS TECHNOLOGY, INC.**OFFICERS' CERTIFICATE**

James F. Engle and Derek S. Daley certify that:

1. They are the Treasurer and the Secretary, respectively, of Compass Technology, Inc. (the "Company"), a corporation organized under the laws of the State of Florida.
2. The Company has authorized one class of stock, designated "Common Stock." There are authorized 1,000 shares of Common Stock.
3. There are 1,000 shares of Common Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement").
4. The principal terms of the Merger Agreement were approved by the Company's Board of Directors on June 29, 1997 and by the sole shareholder of the Company.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of Common Stock.
6. The undersigned further declare under penalty of perjury under the laws of the State of Florida that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

Executed in Milpitas, California on June 29, 1997.


James F. Engle
Treasurer


Derek S. Daley
Secretary