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JOHN M. DUFFOO

April 10, 2001

Via Federal Express

Ms. Katherine Harris  
State of Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/11/01--01069--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Merger of Excel Merger Corp. into Bellsoft, Inc.  
Our File No. 4679.00002

Dear Ms. Harris:

Enclosed herewith are the following documents for the merger between Bellsoft, Inc., a Georgia corporation and Excel Merger Corp., a Florida corporation.

1. Articles of Merger (original and one (1) copy) with Plan of Merger attached.

Also enclosed is our firm check in the amount of \$70.00 for filing fees. It would be appreciated if you would return a conformed copy of the Articles of Merger to my attention.

As always, your assistance and cooperation herein are appreciated.

Sincerely,

THOMPSON, O'BRIEN, KEMP & NASUTI, P.C.

*Donna N. Kemp*  
Donna N. Kemp

DNK/sjs

Enclosures

cc: Balaji Swaminathan

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FILED  
01 APR 11 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
4-12-2001

*all 4/20  
merger*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EXCEL MERGER CORP., a Florida corp., P93000047797  
,

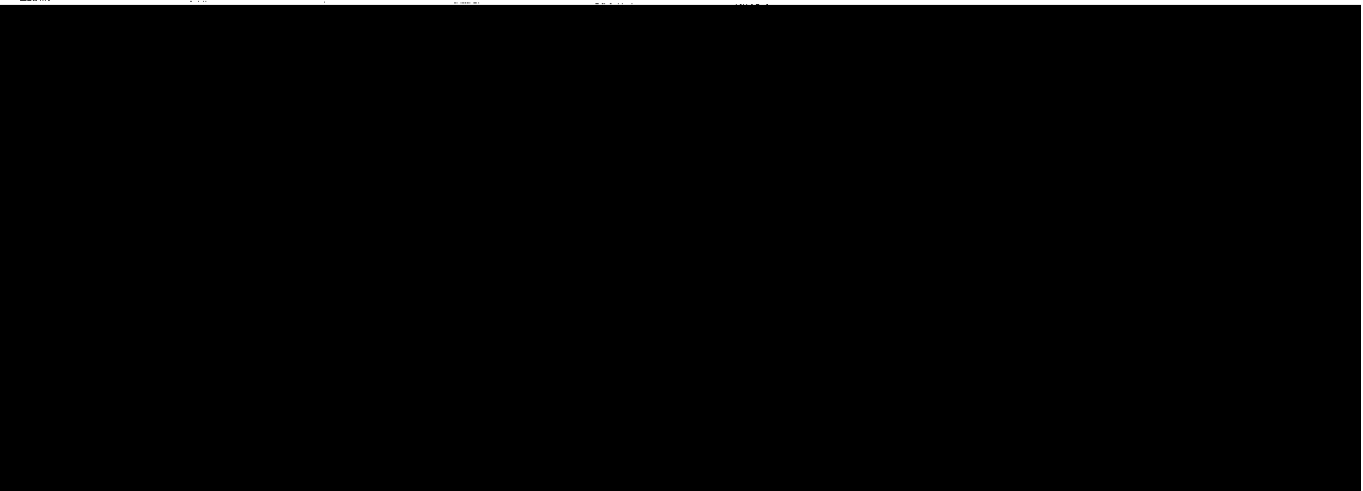
INTO

**BELLSOFT, INC.**, a Georgia entity not qualified in Florida.

File date: April 11, 2001, effective April 12, 2001

Corporate Specialist: Susan Payne

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



**ARTICLES OF MERGER OF EXCEL MERGER CORP., A FOREIGN CORPORATION, INTO BELLSOFT, INC., A GEORGIA CORPORATION**

Pursuant to the provisions of the Florida Business Corporations Code, Bellsoft, Inc., a Georgia corporation adopts the following Articles of Merger for purpose of merging Excel Merger Corp., a Florida corporation, into Bellsoft, Inc. as the surviving corporation:

1.

Excel Merger Corp., to be merged into the undersigned Bellsoft, Inc., a Georgia corporation, is incorporated under the laws of the State of Florida. The laws of Florida and Georgia permit this merger.

2.

The Plan of Merger attached hereto as Exhibit "A" and incorporated herein by this reference, was approved by the Board of Directors of both corporations. It was authorized and approved by the Board of Directors of Bellsoft, Inc. as the surviving corporation in a manner prescribed by the Georgia Business Corporation Act and was authorized and approved in the manner prescribed by the laws of the State of Florida, the jurisdiction under which the merging corporation, Excel Merger Corp. is organized.

3.

The Shareholders of both corporations unanimously approved the Plan of Merger on the 10<sup>th</sup> day of April, 2001 as required by the law of both states.

4.

There will be no amendments to the Articles of Incorporation of Bellsoft, Inc., the surviving corporation.

5.

The merger will be effective April 12, 2001.

EFFECTIVE DATE  
4-12-2001

FILED  
01 APR 11 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the board of Directors, has caused the Articles of Merger to be executed acknowledged by its authorized officers.

**BELLSOFT, INC.**  
**a Georgia Corporation**

By: S. Saravana Swaminathan  
Name: Saravana Swaminathan  
Title: President

Attest:

By: S. Saravana Swaminathan  
Name: Saravana Swaminathan  
Title: Secretary

**EXCEL-MERGER CORP.**  
**a Florida Corporation**

By: S. Saravana Swaminathan  
Name: Saravana Swaminathan  
Title: President

Attest:

By: S. Saravana Swaminathan  
Name: Saravana Swaminathan  
Title: Secretary

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## PLAN OF MERGER

This Plan of Merger dated April 10 2001, is by and between Bellsoft, Inc. a Georgia corporation (hereafter "Corporation A") and Excel Merger Corp., a Florida corporation (hereafter "Corporation B"), such Corporations being hereinafter collectively referred to as the "Constituent Corporations,"

### **WITNESSETH**

Whereas, Corporation A is a Corporation duly organized and existing under the laws of the State of Georgia, having been incorporated on March 19, 1996, and having an authorized capital stock of 10,000 shares of common stock, no par value (the "Corporation A Common Stock"), of which 500 shares are issued and outstanding. The holders of all such shares are entitled to vote on this Plan of Merger; and

Whereas, Corporation B is a Corporation duly organized and existing under the laws of the State of Florida, having been incorporated on September 24, 1993, and having an authorized capital stock of 7,500 shares of common stock, \$1.00 par value (the "Corporation B Common Stock"), of which 600 shares are issued and outstanding. The holders of all such shares are entitled to vote on this Plan of Merger; and

Whereas, the respective Boards of Directors of Corporation A and Corporation B deem it advisable and for the best interests of said Corporations that Corporation B be merged with and into Corporation A as the surviving Corporation as authorized by the statutes of the State of Georgia under and pursuant to the terms and conditions thereafter set forth, and for the shares of common stock of Corporation B issued and outstanding at the Effective Date (as hereinafter defined) to be converted into shares of common stock of Corporation A. The Boards of the Constituent Corporations have duly approved this Plan of Merger (this "Plan"); and

Whereas, the Stockholders have entered into an Agreement of Merger dated this date setting forth certain agreements and covenants in connection with said merger;

Now, therefore, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the mode of carrying the same into effect, the manner and basis of converting the shares of Corporation B into shares of the Surviving Corporation A and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval of adoption of this Plan by the requisite vote of the Stockholders of each Constituent Corporation, and subject to the conditions hereinafter set forth, as follows:

#### **ARTICLE I**

##### **MERGER AND NAME OF SURVIVING CORPORATION**

At the Effective Date, as hereinafter defined, Corporation B, shall be merged with and into Corporation A, which is hereby designated as the "Surviving Corporation." Corporation A shall not be a new corporation, but shall continue its corporate existence as a Georgia Corporation to be governed by the laws of the State of Georgia and which shall continue to be named Bellsoft, Inc. and which shall maintain a registered agent and registered office in the State of Georgia.

#### **ARTICLE II**

##### **TERMS AND CONDITIONS OF MERGER**

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

- (a) At the Effective Date of April 12, 2001:

(1) The Constituent Corporations shall be a single corporation, which shall be Corporation A, the Corporation designated herein as the Surviving Corporation.

(2) The separate existence of Corporation B shall cease.

(3) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public nature as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and all and singular, the rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to either Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

(4) All corporate acts, plans, policies, contracts, approvals, employee benefits, and authorizations of Corporation B and its Stockholders, Board of Directors, committees elected or appointed by the Board of Directors, Officers, employees, and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals, employee benefits and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Corporation B.

(5) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

(b) The Board of Directors and the Officers of Corporation A as of the Effective Date shall be:

**Board of Directors**

Saravana S. Swaminathan

**Officers**

Saravana S. Swaminathan  
President, Secretary and Treasurer

**ARTICLE III**

**MANNER AND BASIS OF CONVERTING SHARES AND RELATED PROVISIONS**

The manner and basis of converting the issued and outstanding shares of Corporation B into shares of the Surviving Corporation and the mode of carrying the merger into effect are as follows:

(a) Each share of Corporation B Stock outstanding at the Effective Date shall be converted into one fully paid and nonassessable share of Corporation A (the Surviving



Corporation) without any action on the part of the holder thereof. After the Effective Date, each holder of an outstanding certificate or certificates which, prior thereto, represented shares of Corporation B Common Stock shall be entitled, upon surrender thereof, to receive in exchange therefor a certificate or certificates representing the number of whole shares of Corporation A Stock into or for which his shares have been converted or exchanged.

(b) All shares of Stock into which shares of Corporation B Common Stock shall have been converted pursuant to this Article III shall be issued in full satisfaction of all rights pertaining to such converted shares.

#### **ARTICLE IV**

##### **CERTIFICATE OF INCORPORATION AND BY-LAWS**

(a) The Certificate of Incorporation of Corporation A as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the Certificate of Incorporation of the Surviving Corporation until amended in the manner provided by law.

(b) The By-laws of Corporation A as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the By-Laws of the Surviving Corporation until amended in the manner provided by law.

#### **ARTICLE V**

##### **OTHER PROVISIONS WITH RESPECT TO MERGER**

(a) This Plan shall be submitted to the Stockholders of each Constituent Corporation as provided by the applicable laws of the state of their incorporation. After the approval or adoption thereof by the Stockholders of each Constituent Corporation in accordance with the

requirements of the laws of the state of their incorporation, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of the State of Georgia.

(b) This Plan may be terminated at any time prior to the filing of Articles of Merger, whether before or after action thereon by the Stockholders of the Constituent Corporations, by mutual consent of the Constituent Corporations, expressed by action of their respective Boards of Directors.

## **ARTICLE VI**

### **APPROVAL AND EFFECTIVE TIME OF THE MERGER**

(a) The merger shall become effective when all the following actions shall have been taken:

(1) this Plan shall be adopted and approved on behalf of each Constituent Corporation in accordance with the law; and

(2) Articles of Merger (with this Plan attached as part thereof), setting forth the information required by, and executed and verified in accordance with, the Georgia and Florida Business Corporation Act, shall be filed in the office of the Secretaries of State of the States of Florida and Georgia. The Effective Date shall be April 12, 2001.

(b) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

(c) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Georgia.

(d) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

In witness whereof, the parties have hereunto set their hands and seals the 10 day of April, 2001.

Parties:

Bellsoft, Inc.,  
Corporation A by:

Saravana Swaminathan

By:

S. Saravana  
Its President

STATE OF Georgia )  
COUNTY OF Fulton ) ss

On this 10 day of April, 2001, before me personally came Saravana Swaminathan, to me known, who being by me duly sworn, did depose and say that he/she is the President of Bellsoft, Inc., the Corporation described in and which executed the foregoing instrument, and that he/she signed his/her name thereto by order of the Board of Directors of said Corporation.

Anna D. Hunt  
Notary Public, Fulton County, Georgia

Notary Public, Fulton County, Georgia  
My Commission Expires Aug. 10, 2001

Excel Merger Corp.,  
Corporation B by:

Saravana Swaminathan

By: S. Swaminathan

Its President

STATE OF Georgia )  
COUNTY OF Fulton ) ss

On this 10 day of April, 2001, before me personally came Saravana Swaminathan, to me known, who being by me duly sworn, did depose and say that he/she is the President of Excel Corp., the Corporation described in and which executed the foregoing instrument, and that he/she signed his/her name thereto by order of the Board of Directors of said Corporation.

Henry D. Humph  
Notary Public, Fulton County, Georgia

Notary Public, Fulton County, Georgia  
My Commission Expires Aug. 10, 2001