



THE UNITED STATES  
CORPORATION  
COMPANY

P94000068582

ACCOUNT NO. : 072100000032

REFERENCE : 290893 7161648

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : June 29, 1999

ORDER TIME : 10:06 AM

ORDER NO. : 290893-005

CUSTOMER NO: 7161648

000002918370--4

CUSTOMER: Mr. Christopher A. Davis  
Greenberg Traurig  
1750 Tysons Blvd.  
12th Floor  
Mc Lean, VA 22102

EFFECTIVE DATE  
7/1/99

Mersen

ARTICLES OF MERGER

ADEPT SYSTEMS, INC.

INTO

SMITH-DUNN CONTROLS, INC.

FILED  
99 JUN 29 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

A. RAMSEY JUN 29

RECEIVED  
99 JUN 29 AM 11:27

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ADEPT SYSTEMS, INC., a Florida corporation P94000068582

,

INTO

**SMITH-DUNN CONTROLS, INC..** a Delaware corporation not qualified in  
Florida

File date: June 29, 1999, effective July 1, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

EFFECTIVE DATE  
7/1/99

FILED  
99 JUN 29 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
ADEPT SYSTEMS, INC., a Florida Corporation  
WITH AND INTO  
SMITH-DUNN CONTROLS, INC., a Delaware Corporation**

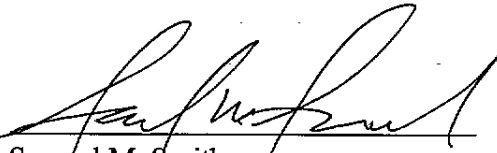
Pursuant to the provisions of Sections 607.1001 and 607.1105 of the Florida Business Corporation Act, Adept Systems, Inc., a Florida Corporation ("Adept") and Smith-Dunn Controls, Inc., a Delaware Corporation ("SDC") adopt the following Articles of Merger for the purpose of merging Adept with and into SDC.

**FIRST:** The Agreement and Plan of the Merger (the "Plan of Merger") is attached as Exhibit A.

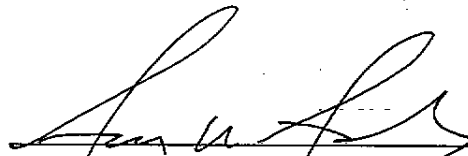
**SECOND:** The Plan of Merger between Adept and SDC was adopted by (i) the Board of Directors and holders of all shares of common stock of Adept on June 24, 1999 and (ii) the Board of Directors and the sole shareholder of SDC on June 24, 1999.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the parties hereto as of the 24 of June 1999.

**ADEPT SYSTEMS, INC.**

  
Samuel M. Smith

**SMITH-DUNN CONTROLS, INC.**

  
Samuel M. Smith

**AGREEMENT OF MERGER  
OF  
ADEPT SYSTEMS, INC.  
(a Florida Corporation)  
AND  
SMITH-DUNN CONTROLS, INC.  
(a Delaware Corporation)**

**THIS AGREEMENT OF MERGER** entered into as of June 24, 1999 by (i) Adept Systems, Inc., a Florida corporation ("Merging Corporation"), and approved by unanimous written consent adopted by its Directors and Shareholders as of June 24, 1999; and (ii) Smith-Dunn Controls, Inc., a Delaware corporation ("Successor Corporation"), and approved by written consent adopted by its Directors as of June 24, 1999.

WHEREAS, the Merging Corporation is a corporation incorporated pursuant to the laws of the State of Florida with its principal office located at 3408 Pinhaven Circle, Boca Raton, Florida 33431.

WHEREAS, the Successor Corporation is a corporation incorporated pursuant to the laws of the Delaware with its principal office located at 21271 Waycross Drive, Boca Raton, Florida 33428-4861.

WHEREAS, the Delaware General Corporation Law permits the merger of a foreign corporation with a corporation organized under the laws of the State of Florida;

WHEREAS, the Florida General Corporation Law permits the merger of a foreign corporation with a corporation organized under the laws of the State of Delaware; and

WHEREAS, the Board of Directors and Shareholders of the Merging Corporation and the Successor Corporation deem it to be advisable and in the best interests of the corporations to merge the Merging Corporation into the Successor Corporation pursuant to the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, the parties agree as follows:

1. The following is the Plan of Merger for merging the Merging Corporation with and into the Successor Corporation as approved by resolution of the Board of Directors of each of the merging corporations:

**PLAN OF MERGER**

(a) **Names of the Corporations**

The name of the corporation which will be merged into the Successor Corporation is Adept Systems, Inc. The name of the Successor Corporation is Smith-Dunn Controls, Inc.

(b) Terms and Conditions

Upon the effective date and time of the merger (as defined below), the separate existence of the merging corporation and the successor corporation shall cease. Thereupon the powers, privileges and rights of the merging corporation shall be null and void and all property - real, personal and mixed - and all debts on whatever account and every other interest of or belonging to or due to the merging corporation shall be deemed to be transferred to and vested in the successor corporation without further act or deed.

(c) Exchange of Shares of the Merging and Successor Corporations.

The shares of common stock of the Merging Corporation par value \$1.00 per share (the "Merging Corporation Common Stock") outstanding at the Effective Time of the Merger shall be converted, on a two thousand-for-one (2,000-for-1) basis, into and become, without action of the part of the holders thereof, an identical amount of shares of Series A voting common stock, par value \$0.001 per share of the Successor Corporation. Any share of the Merging Corporation Common Stock held in its treasury at the effective time of the Merger shall be canceled and retired, and no shares or other securities of the Merging Corporation shall be issuable with respect thereto. Any outstanding warrants, options and convertible securities issued by the Merging Corporation shall have been canceled.

(d) Effective Date

The merger shall become effective on July 1, 1999 (the "Effective Date").

(e) Certificate of Incorporation of Successor Corporation

The Certificate of Incorporation of the successor corporation shall be the Certificate of the Successor Corporation and shall be amended to change the name of the Corporation as follows:

FIRST. The name of the corporation is Adept Systems, Inc. (the "Corporation").

(f) Bylaws

The Bylaws of the Successor Corporation shall not be amended, except to change the name of the corporation to Adept Systems, Inc.

(g) Filings

The principal officers of the merging and successor corporations shall execute and file Articles of Merger in the State of Florida and an Agreement of Merger in the State of Delaware, together with any other required documents necessary to accomplish the intent of the Plan of Merger.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties to this Agreement.

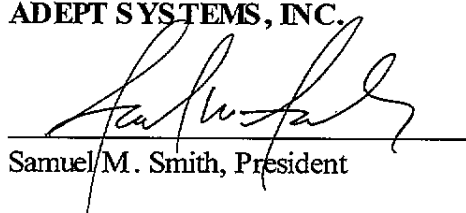
DATED: June 24, 1999

ATTEST:

  
Alison Moore Smith, Secretary

ADEPT SYSTEMS, INC.

By:

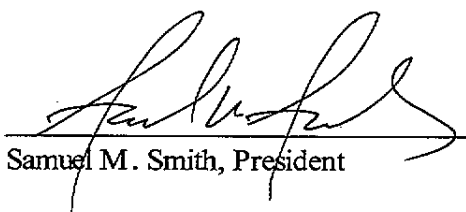
  
Samuel M. Smith, President

ATTEST:

  
Alison Moore Smith, Secretary

SMITH-DUNN CONTROLS, INC.

By:

  
Samuel M. Smith, President