

# P94000073828

HOLLAND & KNIGHT

Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	224-7000

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Witten Technology Inc. #  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*me 8/25*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WITTEN TECHNOLOGY, INC., a Delaware corporation

INTO

**WITTEN TECHNOLOGIES, INC.**, a Florida corporation, P94000073828

File date: August 24, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER BETWEEN  
WITTEN TECHNOLOGIES, INC.  
AND  
WITTEN TECHNOLOGY, INC.**

**FILED**  
98 AUG 24 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act ("FBCA") WITTEN TECHNOLOGIES, INC., a Florida corporation, which will be the surviving corporation ("Survivor") and WITTEN TECHNOLOGY, INC., a Delaware corporation (the "Merging Corporation"), which is a wholly-owned subsidiary of Survivor, hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation with and into the Survivor (the "Merger").

**ARTICLE I**

The Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto as Exhibit "A" and incorporated herein by this reference.

**ARTICLE II**

The name of the surviving corporation is Witten Technologies, Inc., a Florida corporation.

**ARTICLE III**


The effective date of the Merger shall be upon the later of the filing of these Articles of Merger with the Secretary of State of Florida or the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware.

**ARTICLE IV**


The Plan of Merger was adopted by written consent of the Boards of Directors of the Survivor and the Merging Corporation on August 21, 1998 and August 21, 1998, respectively. Because the Survivor owned all of the outstanding shares of the Merging Corporation immediately prior to the Merger, approval by the shareholders of the Survivor or the Merging Corporation is not required pursuant to Section 607.1104 of the FBCA or Section 253 of the General Corporation Law of Delaware, as applicable.

IN WITNESS WHEREOF, the undersigned have executed this document as of the 21<sup>st</sup>  
day of August, 1998.

WITTEN TECHNOLOGIES, INC.

By:   
Robert E. Green, President

WITTEN TECHNOLOGY, INC.

By:   
Robert E. Green, President

JAXI-315737

## PLAN OF MERGER

Witten Technologies, Inc., a Florida corporation ("*Parent*") and Witten Technology, Inc., a Delaware corporation ("*Subsidiary*"), which is a wholly-owned subsidiary of Parent, hereby adopt the following Plan of Merger, dated August 24, 1998, pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law, as applicable.

(a) The names of the merging corporations are Witten Technologies, Inc. and Witten Technology, Inc. Subsidiary shall merge with and into Parent. Parent shall survive the merger and its name shall remain Witten Technologies, Inc.

(b) The effective time and date of the merger (the "*Effective Time*") shall be the time when the last of the following applicable acts occur: (i) the Articles of Merger containing this Plan of Merger are accepted for filing with the Secretary of State of Florida, and (ii) the Certificate of Ownership and Merger is accepted for filing with the Secretary of State of Delaware.

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of Subsidiary shall cease and Parent shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Subsidiary. Parent shall thereafter be responsible and liable for all obligations of Subsidiary, and neither the rights of the creditors nor any liens on the property of Subsidiary shall be impaired by the merger.

(d) The manner and basis of converting the shares of each corporation shall be as follows:


At the Effective Time, by virtue of the merger and without any action on the part of Parent, Subsidiary or any holder of securities of Parent or Subsidiary, the shares of Subsidiary stock that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and cease to be outstanding. Each share of Parent stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding. No other consideration shall be given to Parent as the sole shareholder of Subsidiary.

(f) The Boards of Directors of each corporation party to the merger may amend this Plan of Merger at any time prior to the filing of the Articles of Merger.

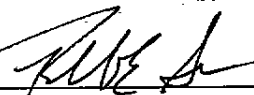
(g) Parent is the sole shareholder of Subsidiary. Accordingly, neither the

shareholders of Parent nor Parent, is entitled to vote on the merger, as provided by Florida Statutes, Section 607.1104, or assert dissenter's rights with respect to the merger pursuant to Florida Statutes, Section 607.1320.

WITTEN TECHNOLOGY, INC.

By:   
Robert E. Green, President

WITTEN TECHNOLOGIES, INC.

By:   
Robert E. Green, President

JAX1-315734.3