

P95000004351

CT CORPORATION

02 JAN 10 PM 4:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Theta Information Systems, Inc. and Process Focus Software, Inc. Mergin

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-01/11/02--01004--014
****105.00 ****105.00

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*****8.75 *****8.75

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS

- Call When Ready
- Walk In
- Mail Out
- Call If Problem
- Will Wait
- After 4:30
- Pick Up

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

1/10/02

Order#: 5044975

Ref#: _____

Amount: \$ _____

Please reject to hold
 Filing date of 1/10/02
 Thanks!
 Lanna@CT

RECEIVED
02 JAN 10 PM 4:12

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

C. Coulliette JAN 11 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROCESS FOCUS SOFTWARE, INC., a Florida corporation, P95000004351

THETA INFORMATION SYSTEMS, INC., a Florida corporation, P93000001051

INTO

INTEGRATED SYSTEM DIAGNOSTICS, INC., a Delaware entity not qualified in
Florida

File date: January 10, 2002

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
02 JAN 11 PM 2:21
DIVISION OF CORPORATION

January 11, 2002

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PROCESS FOCUS SOFTWARE, INC.
Ref. Number: P95000004351

We have received your document for PROCESS FOCUS SOFTWARE, INC. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 802A00001544

Hi Cheryl -

Originals now attached. Please BACKDATE
+ file, thank you!

Laura@CT

ARTICLES OF MERGER

of

**PROCESS FOCUS SOFTWARE, INC. and
THETA INFORMATION SYSTEMS, INC., Florida corporations,**

into

**INTEGRATED SYSTEM DIAGNOSTICS, INC.
A Delaware corporation**

FILED
02 JAN 10 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations, Integrated System Diagnostics, Inc. ("ISD"), a Delaware corporation, and Process Focus Software, Inc. ("PFS") and Theta Information Systems, Inc. ("TIS"), Florida corporations, adopt the following Articles of Merger for the purpose of merging PFS and TIS into ISD:

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of PFS and TIS into ISD is attached to these Articles as an exhibit and is incorporated herein by reference.
2. The Plan of Merger was approved by the board of directors of PFS by a unanimous written consent dated January 10, 2002 and by the shareholders of PFS by a unanimous written consent dated January 10, 2002.
3. The Plan of Merger was approved by the board of directors of TIS by a unanimous written consent dated January 10, 2002 and by the shareholders of TIS by a unanimous written consent dated January 10, 2002.
4. The Plan of Merger was approved by the board of directors of ISD by a unanimous written consent dated January 9, 2002 and by the stockholders of ISD by a unanimous written consent dated January 9, 2002.

EFFECTIVE DATE

5. The Plan of Merger shall be effective upon: (a) the filing and recording of these Articles with the Department of State; and (b) the filing and the recording of a Certificate of Merger of ISD concerning the merger of PFS and TIS with and into ISD with the Secretary of State of the State of Delaware.

FOREIGN LAW

6. The laws of the state of Delaware, the jurisdiction of organization of ISD, permit the merger contemplated by the Plan of Merger, and the laws of the state of Delaware, on fulfillment of all filing and recording requirements set forth by the applicable laws of the state of Delaware will have been complied with.

SERVICE OF PROCESS

7. (a) ISD agrees that it may be served with process in the state of Florida in any proceeding for the enforcement of any obligation of either PFS or TIS and in any proceeding for the enforcement of the rights of a dissenting shareholder of PFS or TIS against ISD.

(b) Integrated System Diagnostics, Inc. irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any proceeding with respect to those matters set forth in sub paragraph (a) above. The Secretary of State may forward a copy of process to:

Integrated System Diagnostics, Inc.
ATTN: President
889 Shore Road
Pocasset, MA 02559

(c) To the extent applicable, ISD agrees that it will promptly pay to the dissenting shareholders of PFS and/or TIS the amounts to which they are entitled pursuant to the business corporation laws of the state of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of this 10th day of January, 2002.

Integrated System Diagnostics, Inc.

By: Joseph Morin
Joseph Morin

Its: _____
President

Process Focus Software, Inc.

By: Michael Simmons
Michael Simmons

Its: _____
President

Theta Information Systems, Inc.

By: Jennifer Simmons
Jennifer Simmons

Its: _____
President

Exhibit to Articles of Merger of
Process Focus Software, Inc. and Theta
Information Systems, Inc. into
Integrated System Diagnostics, Inc.

Plan of Merger

Plan of Merger (the "Plan") entered into this 10th day of January 2002 by and among Theta Information Systems, Inc. ("Theta"), a Florida corporation, Process Focus Software, Inc. ("PFS"), a Florida corporation (together the "Disappearing Corporations"), and Integrated System Diagnostics, Inc. ("ISD"), a Delaware corporation (the "Surviving Corporation"). Theta, PFS and ISD are sometimes collectively hereafter referred to as the "Constituent Corporations".

WHEREAS, the authorized capital stock of Theta is 1,000 shares of common stock, \$1.00 par value per share, of which 205 shares are issued and outstanding as of the date hereof; and

WHEREAS, the authorized capital stock of PFS is 7,500 shares of common stock, \$1.00 par value per share, of which 200 shares are issued and outstanding as of the date hereof;

WHEREAS, the authorized capital stock of ISD is 1,500 shares of common stock, \$.01 par value per share, of which 960 shares are issued and outstanding as of the date hereof; and

WHEREAS, the parties deem it advisable and in their best interests, and in the interests of their stockholders, that Theta and PFS be merged with and into ISD (the "Merger") in accordance with applicable provisions of the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "Act").

NOW THEREFORE, in consideration of the premises and agreements herein contained, the parties agree as follows:

1. The Merger. In accordance with the DGCL and the Act, both Theta and PFS shall be merged with and into ISD at the Effective Time. From and after the Effective Time, the separate corporate existence of Theta and PFS shall cease and ISD shall continue as the Surviving Corporation. The Merger shall have the effects set forth in Sections 252 and 259 of the DGCL and Sections 607.1104-607.1107 of the Act.

2. Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be the Amended and Restated Certificate of Incorporation of ISD in effect immediately prior to the Effective Time until further amended as provided by law.

3. Distributions to Shareholders of the Constituent Corporations. At the Effective Time, each share of each of the Disappearing Corporations' common stock shall be converted and exchanged into shares of the Surviving Corporation as follows:
 - a. Theta Information Systems, Inc. Each share of Theta common stock, \$1.00 par value per share, issued and outstanding immediately prior to the Effective Time shall be converted into and become, and each holder of a share of Theta common stock shall receive in payment therefor, 8.780 duly authorized, validly issued, fully paid and non-assessable shares of the Surviving Corporation's Common Stock .

 - b. Process Focus Software, Inc. Each share of PFS common stock, \$1.00 par value per share, issued and outstanding immediately prior to the Effective Time shall be converted into and become, and each holder of a share of PFS common stock shall receive in payment therefor, 4.00 duly authorized, validly issued, fully paid and non-assessable shares of the Surviving Corporation's Common Stock.

 - c. Integrated System Diagnostics, Inc. Each share of ISD's stock that is issued and outstanding at the Effective Time shall continue as outstanding shares of Surviving Corporation's stock.

4. Satisfaction of Rights of Disappearing Corporations' Shareholders. All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporations' stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

5. Effect of Merger. On the Effective Time, the separate existence of the Disappearing Corporations shall cease, and the Surviving Corporation shall be fully vested in the rights, privileges, immunities and powers of the Disappearing Corporations as set forth under applicable Delaware law.
6. Supplemental Action. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation shall execute and deliver, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.
7. Filing with the Florida Secretary of State. On the closing of the Merger, as provided for in the Articles of Merger of which this Plan is a part, the Disappearing Corporations and Surviving Corporation shall cause their respective Presidents to execute Articles of Merger, and on such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereafter, the Surviving Corporation shall deliver such Articles of Merger for filing to the Florida Secretary of State.
8. Effective Time. This Plan shall become effective upon: (a) the filing and recording of the Articles of Merger with the Florida Secretary of State; and (b) the filing and recording of a Certificate of Merger of ISD concerning the merger of PFS and Theta with and into ISD with the Secretary of State of the State of Delaware.
9. No Further Rights. From and after the Effective Time: (a) no shares of Theta Common Stock or PFS Common Stock shall be deemed to be outstanding, and holders of certificates for shares thereof shall cease to have any rights with respect thereto, other than the right to receive shares of the Surviving Corporation's Common Stock pursuant to this Plan or as otherwise permitted by law; and (b) each share of Theta Common Stock

held in Theta's treasury and each share of PFS Common Stock held in PFS's treasury prior to the Effective Time shall, by virtue of the Merger and without any further action, be canceled and retired without payment of any consideration therefor.

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