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# MERGER OR SHARE EXCHANGE COLEMAN TECHNOLOGIES, INC.

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ARTICLES OF MERGER

between
TIGER ACQUISITION CORPORATION
and
COLEMAN TECHNOLOGIES, INC.

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FALLAHASSEE FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), Tiger Acquisition Corporation, a Florida corporation (the "Merger Sub") and Coleman Technologies, Inc., a Florida corporation (the "Company"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merger Sub with and into the Company (the "Merger"), with the Company as the Surviving Corporation following the Merger.

#### ARTICLE I

The plan of merger for the Merger of the Merger Sub with and into the Company is attached hereto as Exhibit A and incorporated herein by this reference.

## ARTICLE II

The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

#### ARTICLE III

The plan of merger, which is part of a Merger Agreement, was adopted by the Board of Directors of the Company on December 9, 2009, and approved by the shareholders of the Company at a special meeting of the shareholders held on December 21, 2009. The plan of merger was adopted by the Board of Directors of the Merger Sub on December 4, 2009, and approved by the written consent of the sole shareholder of the Merger Sub on December 4, 2009.

#### ARTICLE IV

This document may be executed in counterparts (each of which shall be deemed to be an original but all of which taken together shall constitute one and the same document).

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this <u>38+</u> day of December, 2009.

TIGER ACQUISITION CORPORATION

Inc. A. Schleicher

President and Chief Executive Officer

COLEMAN TECHNOLOGIES, INC.

By:
Benjamin Patz, President

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this **284** day of December, 2009.

## TIGER ACQUISITION CORPORATION

By:	
•	Joel A. Schleicher
	President and Chief Executive Officer

COLEMAN TECHNOLOGIES, INC.

## EXHIBIT A

# PLAN OF MERGER BETWEEN TIGER ACQUISITION CORPORATION AND COLEMAN TECHNOLOGIES, INC.

- (a) The name of each corporation planning to merge is:
- (i) The name of the Surviving Corporation is Coleman Technologies, Inc. (the "Company"); and
- (ii) The name of the merging corporation is Tiger Acquisition Corporation (the "Merger Sub").
- (b) In accordance with the Florida Business Corporation Act ("FBCA"), at the Effective Time (as defined below) Merger Sub shall be merged with and into the Company, and the separate corporate existence of Merger Sub shall thereupon cease, and the Company shall be the Surviving Corporation in the Merger (the "Surviving Corporation"). The merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").
  - (c) The general terms and conditions of the merger are as follows:

The Merger shall have the effects set forth herein and in the applicable provisions of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of the Company and Merger Sub shall vest in the Company as the Surviving Corporation, and all debts, liabilities and duties of the Company and Merger Sub shall become the debts, liabilities and obligations of the Company as the Surviving Corporation.

(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 Merger Sub, the Company or the holders of any shares of common stock, par value \$0.0001 per share, of the Company ("Company Common Stock") or any shares of capital stock of Merger Sub:

(i) Each share of capital stock of Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into and become one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation.

- (ii) Any shares of Company Common Stock that are owned by the Company as treasury stock, or authorized but currently unissued stock immediately prior to the Effective Time, shall no longer be outstanding, will be cancelled and retired without payment of any consideration therefor and will cease to exist.
- (iii) Each share of Company Common Stock issued and outstanding immediately prior to the Effective Time (other than shares to be canceled in accordance with section d(ii) above and Company Common Stock received pursuant to section d(i) above), shall be converted into the right to receive, in cash, the Aggregate Per Share Consideration (as defined in the Merger Agreement, dated as of December 9, 2009, by and among the Company, Merger Sub and Presidio, Inc. (the "Merger Agreement")). At and after the Effective Time, each holder of Company Common Stock will cease to have any rights as a shareholder of the Company, except for the right to surrender Company Common Stock in exchange for payment per share of Company Common Stock equal to the Aggregate Per Share Consideration in cash.
- (e) At the Effective Time, the articles of incorporation set forth in <u>Annex 1</u> to this plan of merger shall be the articles of incorporation of the Surviving Corporation.
- (f) The bylaws of Merger Sub as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation unless and until such bylaws thereafter are changed in accordance with the provisions thereof, the provisions of the articles of incorporation of the Surviving Corporation and the FCBA.
- (g) A copy of the Merger Agreement was sent to each shareholder of the Company on or about December 11, 2009.

#### Annex 1

#### AMENDED AND RESTATED

#### ARTICLES OF INCORPORATION

OF

## COLEMAN TECHNOLOGIES, INC.

In accordance with Section 607.1007 of the Florida Statutes, the articles of incorporation of Coleman Technologies, Inc., a Florida corporation, are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

## ARTICLE I. NAME

The name of the corporation is Coleman Technologies, Inc. (the "Corporation").

## ARTICLE II. ADDRESS

The principal and mailing address of the Corporation is:

7601 Ora Glen Dr., Suite 100 Greenbelt, MD 20770

#### ARTICLE III. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

## ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

## ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301 and the name of the Corporation's registered agent at that address is Corporation Service Company.

#### ARTICLE VI. DIRECTORS/OFFICERS

The Directors and Officers of the Corporation are as follows, with each of such person to hold such position(s), subject to the applicable provisions of the FBCA, these Amended and Restated Articles of Incorporation, and the bylaws of the Corporation, until their respective successors are duly elected or appointed and qualified:

Joel Schleicher:

Director, President and Chief Executive Officer

Paul Fletcher:

Director, Secretary and Treasurer

## ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE VIII. INDEMNIFICATION

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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## CERTIFICATE

It is hereby certified that:

1. The foregoing Amended and Restated Articles of Incorporation were contained in the plan of merger, which is part of an Merger Agreement, that was adopted by the Board of Directors of the Company on December 4, 2009, and approved by the shareholders of the Company at a special meeting of the shareholders held on December 21, 2009.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 2644, day of December, 2009.

COLEMAN TECHNOLOGIES, INC.

Joel Schleicher, Chief Executive Officer

## ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in these Articles I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: December 28, 2009

Corporation Service Company

Name: William M. Edrington

Title: Authorized Representative