

P95000043511



ACCOUNT NO. : 072100000032

REFERENCE : 387517 4373439

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$78.75

FILED
99 SEP 28 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 27, 1999

ORDER TIME : 11:59 AM

ORDER NO. : 387517-005

300002999183--0

CUSTOMER NO: 4373439

CUSTOMER: Bianca Thomas, Legal Assistant
Akin, Gump, Strauss, Hauer &
19th Floor
590 Madison Avenue
New York, NY 10022

ARTICLES OF MERGER

COMPULINK RESEARCH, INC.

INTO

COMPULINK RESEARCH, INC.

RECEIVED
99 SEP 28 PM 12:47
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

G. COULLETTE SEP 28 1999

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPULINK RESEARCH, INC., a Florida corporation, P95000043511

INTO

COMPULINK RESEARCH, INC., a Delaware corporation not qualified in Florida

File date:

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER

OF

COMPULINK RESEARCH, INC.
(a Florida corporation)

AND

COMPULINK RESEARCH, INC.
(a Delaware corporation)

99 SEP 28 PM 1:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging COMPULINK RESEARCH, INC., a Florida corporation (the "Non-Surviving Corporation") with and into COMPULINK RESEARCH, INC., a Delaware corporation (the "Surviving Corporation").

2. The shareholders of the Non-Surviving Corporation entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on September 27, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of the Non-Surviving Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of COMPULINK RESEARCH, INC. was September 27, 1999.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:00 a.m. on September 28, 1999.

Executed on **September 27, 1999**

"NON-SURVIVING CORPORATION"

COMPULINK RESEARCH, INC.,
a Florida corporation

By: 

Name: Sergey V. Tuskanov
Title: President

"SURVIVING CORPORATION"

COMPULINK RESEARCH, INC.,
a Delaware corporation

By: 

Name: Alan Siegel
Title: President and Chief
Executive Officer

AGREEMENT AND PLAN OF MERGER adopted on September 27, 1999 by resolution of the Board of Directors of COMPULINK RESEARCH, INC., a business corporation organized under the laws of the State of Florida (the "Non-Surviving Corporation"), and adopted on September 27, 1999 by resolution of the Board of Directors of COMPULINK RESEARCH, INC., a business corporation organized under the laws of the State of Delaware (the "Surviving Corporation").

1. The Non-Surviving Corporation and the Surviving Corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of Delaware the jurisdiction of organization of the Surviving Corporation, be merged with and into a single corporation, to wit, COMPULINK RESEARCH, INC., which shall be the Surviving Corporation upon the effective date of the merger and which is sometimes referred to herein as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of COMPULINK RESEARCH, INC., which is sometimes referred to herein as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said Surviving Corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Corporation.

3. The bylaws of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the Non-Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the Non-Surviving Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 2,222 shares of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Corporation.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Surviving Corporation, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.