

Division of Corporations

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Katherine Harris, Secretary of State

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## MERGER OR SHARE EXCHANGE

WEBLINK SOFTWARE, INC.

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

WEBLINK ACQUISITION CORPORATION, a Florida corporation, document  
number P99000095955

INTO

**WEBLINK SOFTWARE, INC.**, a Florida entity, P95000082041.

File date: January 27, 2000

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 27, 2000

WEBLINK SOFTWARE, INC.  
3751 ONE SAN JOSE PLACE  
SUITE 15  
JACKSONVILLE, FL 32257 US

Re: Document Number P95000082041

The Articles of Merger were filed January 27, 2000, for WEBLINK SOFTWARE, INC., the surviving Florida entity.

This document was electronically received and filed under FAX audit number H00000003934.

Should you have any further questions concerning this matter, please feel free to call (850) 487-6880, the Amendment Section.

Karen Gibson  
Corporate Specialist  
Division of Corporations

Letter Number: 500A00003919

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(850) 487-8013 01/25/00 15:09 FI Dept of State PA 71

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 25, 2000

WEBLINK SOFTWARE, INC.  
3717 NW 66TH PLACE  
GAINESVILLE, FL 32653US

SUBJECT: WEBLINK SOFTWARE, INC.  
REF: P95000082041

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000003934  
Letter Number: 200A00003501

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES AND PLAN OF MERGER  
OF  
WEBLINK ACQUISITION CORPORATION  
WITH AND INTO  
WEBLINK SOFTWARE, INC.

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WebLink Acquisition Corporation, a Florida corporation, and WebLink Software, Inc., a Florida corporation (collectively the "Constituent Corporations"), enter into and hereby adopt the following Articles and Plan of Merger for the purpose of merging WebLink Acquisition Corporation with and into WebLink Software, Inc.

ARTICLE I.

CONSTITUENT CORPORATIONS

The name and state of incorporation of each of the Constituent Corporations are:

- (a) WebLink Acquisition Corporation, a Florida corporation; and
- (b) WebLink Software, Inc., a Florida corporation.

ARTICLE II.

APPROVAL OF PLAN OF MERGER

The Plan of Merger set forth in Article III hereof was duly adopted and approved by the Board of Directors and Shareholders of the Constituent Corporations as follows:

- (a) By written consent of all of the members of the Board of Directors and a majority of the shareholders of WebLink Acquisition Corporation, dated as of November 1, 1999; and
- (b) By all of the members of the Board of Directors and a majority of the shareholders of WebLink Software, Inc., at a meeting held on October 1, 1999.

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ARTICLE III.PLAN OF MERGER

3.1 At and as of the Effective Date (as defined in Section 3.6, below), WebLink Acquisition Corporation shall merge with and into WebLink Software, Inc. (the "Surviving Corporation"), whose name shall continue to be WebLink Software, Inc.

3.2 The manner and basis of converting the shares of each of the Constituent Corporations are as follows:

a) At and as of the Effective Date, each authorized and outstanding share of common stock of WebLink Software, Inc., by virtue of the Merger and without any action on the part of the holder thereof, shall be automatically converted into the right to receive a pro rata amount of the Merger Consideration, as that term is defined in Section 1.2 of the Agreement and Plan of Reorganization by and among Pinnacle Communications International, Inc., WebLink Software, Inc., and WebLink Acquisition Corporation dated as of September 30, 1999.

b) At and as of the Effective Date, each authorized but unissued share of common stock of WebLink Software, Inc., if any, shall be canceled and extinguished by virtue of the Merger and no Merger Consideration shall be issued with respect thereto.

c) At and as of the Effective Date, each authorized and outstanding share of common stock of WebLink Acquisition Corporation shall be converted into one share of common stock of the Surviving Corporation.

3.3 At and as of the Effective Date, the separate existence of WebLink Acquisition Corporation shall cease, and all of the property, rights, privileges, contracts and franchises for the

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corporation of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

3.4 At and as of the Effective Date, the Surviving Corporation shall assume and shall be responsible for the liabilities and obligations of WebLink Software, Inc.

3.5 At and as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety to read as set forth on Exhibit "A" of this Plan of Merger and by this reference made a part hereof.

3.6 The merger of WebLink Acquisition Corporation, with and into WebLink Software, Inc., shall be effective upon occurrence of the last event required to make the filing of these Articles and Plan of Merger of full legal force and effect in the state of Florida (the "Effective Date").

IN WITNESS WHEREOF, the undersigned officers of WebLink Acquisition Corporation and WebLink Software, Inc., respectively, have executed these Articles and Plan of Merger pursuant to the authority duly vested in them by the Board of Directors and shareholders of each corporation.

WEBLINK ACQUISITION CORPORATION  
a Florida corporation

By: Its: 

William A. Levine, President

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WEBLINK SOFTWARE, INC.  
a Florida corporation

By:   
Its:   
Robert T. Shevlin, President

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**EXHIBIT "A"****AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WEBLINK SOFTWARE, INC.**

The Amended and Restated Articles of Incorporation of WebLink Software, Inc. are as follows:

**ARTICLE I.  
NAME**

The name of this corporation is WebLink Software, Inc.

**ARTICLE II.  
PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 3751 One San Jose Place, Suite 15, Jacksonville, Florida 32257.

**ARTICLE III.  
CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share. Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV.  
REGISTERED OFFICE AND AGENT**

The registered office of this corporation in the State of Florida is One Independent Drive, Suite 3000, Jacksonville, Florida 32202. The name of the registered agent of this corporation at

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that address is MABM Corporate Services, Inc. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE V.  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
WEBLINK SOFTWARE, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, MABM Corporate Services, Inc., located at One Independent Drive, Suite 3000, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon WEBLINK SOFTWARE, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 26th day of January, 2000.

**MABM CORPORATE SERVICES, INC.,**  
a Florida Corporation  
Registered Agent

By

  
\_\_\_\_\_  
Daniel B. Nunn, Jr., Vice President