



THE UNITED STATES
CORPORATION
COMPANY

P95000088993

ACCOUNT NO. : 072100000032

REFERENCE : 201637 4188E

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 26, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 201637-005

CUSTOMER NO: 4188E

CUSTOMER: Ms. Nancy J. Cavallaro
Bryan Cave LLP
3500 Kansas City Place
1200 Main Street
Kansas City, MO 64105

ARTICLES OF MERGER

BRANDON SYSTEMS CORPORATION

INTO

INTERIM TECHNOLOGY INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 26 PM 2:49
DIVISION OF CORPORATION

EFFECTIVE DATE

12/27/96

Margaret
12/27/96

**ARTICLES OF MERGER
OF
BRANDON SYSTEMS CORPORATION, a Delaware corporation
AND
INTERIM TECHNOLOGY INC., a Florida corporation**

To the Department of State
State of Florida

FILED
96 DEC 26 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/27/96

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

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Brandon Systems Corporation ("Brandon") with and into Interim Technology Inc.

2. The merger of Brandon with and into Interim Technology Inc. is permitted by the laws Delaware, the jurisdiction of organization of Brandon, and is in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the shareholders of Brandon was December 23, 1996.

3. The shareholders of Interim Technology Inc. entitled to vote thereon approved and adopted the aforesaid Agreement and Plan of Merger by written consent given on December 23, 1996 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 27, 1996.

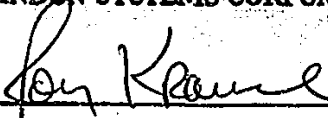
Executed on December 24, 1996.

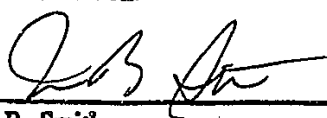
(signatures on following page)

Dec. 23, 1996 9:33AM BRYAN CAVE

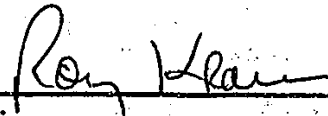
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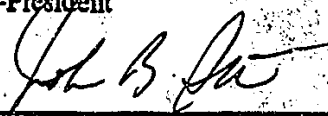
BRANDON SYSTEMS CORPORATION

By: 
Name:
Capacity: Vice-President

By: 
Name: John B. Smith
Capacity: Secretary

INTERIM TECHNOLOGY INC.

By: 
Name:
Capacity: Vice-President

By: 
Name: John B. Smith
Capacity: Secretary

**AGREEMENT AND PLAN OF MERGER
OF
BRANDON SYSTEMS CORPORATION, a Delaware corporation
INTO
INTERIM TECHNOLOGY INC., a Florida corporation**

This Agreement and Plan of Merger, is entered into as of the 24 day of December, 1996, by and between Interim Technology Inc., a corporation organized and existing under the laws of the State of Florida, and Brandon Systems Corporation ("Brandon"), a corporation organized and existing under the laws of the State of Delaware.

WHEREAS, each of said corporations, parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, does deem it advisable and generally to the welfare of said corporation and their respective stockholders that Brandon shall be merged with and into Interim Technology Inc.;

WHEREAS, Interim Technology Inc. has an authorized capital of 1,000 shares, of the par value of One Dollar (\$1.00), all of which shares are now issued and outstanding;

WHEREAS, Brandon has an authorized capital of 50,000 shares, of the par value of One Dollar (\$1.00), 100 of which shares are now issued and outstanding (the "Brandon Stock");

WHEREAS, the registered office of Interim Technology Inc. in the State of Florida is located in the city of Fort Lauderdale, county of Broward, and the registered office of said Brandon is located in the city of Dover, county of Kent, State of Delaware.

NOW, THEREFORE, the corporations, parties to this agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed that Brandon shall be merged with and into Interim Technology Inc. pursuant to Section 252 of the General Corporation Law of the State of Delaware, and Sections 607.1101 and 607.1103 of the Florida Business Corporation Act, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: Brandon shall be and hereby is merged with and into Interim Technology Inc., which shall be the surviving corporation, hereinafter referred to as the "Surviving Corporation" which shall be governed by the laws of the State of Florida.

SECOND: The Certificate of Incorporation of Interim Technology Inc. as in effect on the effective date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

On the effective date of the Merger, each issued and outstanding share of Brandon Stock shall, by virtue of the Merger and without any action on the part of any holder thereof, be converted into the right to receive \$1.00 in cash, without interest thereon, upon surrender of the certificate representing such Brandon Stock. Upon the surrender of such certificate, all Brandon Stock to be converted into cash shall, by virtue of the Merger and without any action on the part of any holder thereof, be cancelled and cease to exist.

FOURTH: The additional terms and conditions of the merger provided for herein are as follows:

Until altered, amended or repealed, as herein provided, the bylaws of Interim Technology Inc. as in effect at the date of the execution of this agreement, shall be the bylaws of the Surviving Corporation.

The directors and officers of Interim Technology Inc. on the effective date shall, from and after the effective date, be the initial directors and officers of the Surviving Corporation and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

The Surviving Corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

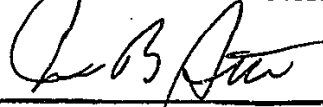
The effective date and time of the merger shall be at 11:59 p.m., Eastern Standard Time, December 27, 1996.

The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Brandon, as well as for enforcement of any obligations of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and it does hereby irrevocably appoint the secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall

be mailed by the Secretary of State is 2050 Spectrum Boulevard, Fort Lauderdale, FL 33309, Attention: John B. Smith.

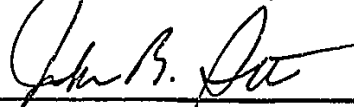
This Agreement and Plan of Merger shall be filed in the office of the Department of State of the State of Florida, and in the office of the Secretary of State of the State of Delaware, and a copy duly certified by said Secretary of State of the State of Delaware shall be recorded in the office of the recorder of deeds for Kent county, and upon the filing of this Agreement and Plan of Merger in the office of the Secretary of State of Delaware, the merger herein provided for shall be effective at the date and time set forth above.

BRANDON SYSTEMS CORPORATION



By: John B. Smith, Secretary

INTERIM TECHNOLOGY INC.



By: John B. Smith, Secretary

I, John B. Smith, secretary of Brandon Systems Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary that the Agreement and Plan of Merger attached to this Certificate of Merger was duly submitted to the stockholders of Brandon Systems Corporation, for the purpose of considering and taking action upon the proposed Agreement and Plan of Merger; that 100 shares of stock of said corporation were on said date issued and outstanding; that the holders of 100 shares voted in favor of the approval, and no shares voted against the same, the said affirmative vote representing one hundred percent of the shares of each class of the outstanding capital stock of said corporation, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of Brandon Systems Corporation and the duly adopted agreement of said corporation.

Witness my hand on this 24th day of December, 1996.

19710



John B. Smith, Secretary

I, John B. Smith, secretary of Interim Technology Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such secretary that the Agreement and Plan of Merger attached to this Certificate of Merger was duly submitted to the stockholders of Interim Technology Inc., for the purpose of considering and taking action upon the proposed Agreement and Plan of Merger; that 1,000 shares of stock of said corporation were on said date issued and outstanding; that the holders of 1,000 shares voted in favor of the approval, and no shares voted against the same, the said affirmative vote representing one hundred percent of the shares of each class of the outstanding capital stock of said corporation, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of Interim Technology Inc. and the duly adopted agreement of said corporation.

Witness my hand on this 24th day of December, 1996.



John B. Smith, Secretary