

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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**MERGER OR SHARE EXCHANGE
ADVANCED PROCESSING & IMAGING, INC.**

Certificate of Status	0
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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Advanced Processing & Imaging, Inc.</u>	<u>Florida</u>	<u>P96000002563</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Tramar Acquisition Corporation</u>	<u>Delaware</u>	
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR: ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 25, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 25, 2016.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
 APR 25 PM 1:32
 DEPT. OF STATE
 TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

Typed or Printed Name of Individual & Title

Kirk Larson, Assistant Secretary

PLAN OF MERGER

THIS PLAN OF MERGER is made this 25th day of April, 2016, between ADVANCED PROCESSING & IMAGING, INC., a Florida corporation (the "Corporation") and TRAMAR ACQUISITION CORPORATION, a Delaware corporation (the "Merging Corporation").

WITNESSETH:

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 901 Yamato Road, Suite 180, Boca Raton, Florida 33431.

B. The Merging Corporation is a corporation organized and existing under the laws of the State of Delaware with its principal office at 401 Congress Avenue, Suite 1850, Austin, Texas 78701.

C. The following Plan of Merger was adopted and approved by each party to the merger in accordance with Sections 607.1101, 607.1103 and other applicable sections of the Florida Statutes.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

1. Recitals. The foregoing recitals are true.
2. Names of Merging Corporations. The name and address of the corporations planning to merge are as follows:
 - a. ADVANCED PROCESSING & IMAGING, INC., a Florida corporation
901 Yamato Road, Suite 180
Boca Raton, Florida 33431
 - b. TRAMAR ACQUISITION CORPORATION, a Delaware corporation
401 Congress Avenue, Suite 1850
Austin, Texas 78701
3. Surviving Corporation. The name and address of the Surviving Corporation is as follows:

ADVANCED PROCESSING & IMAGING, INC., a Florida corporation
401 Congress Avenue, Suite 1850
Austin, Texas 78701

4. Terms and Conditions. On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the real and personal property of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger. The shareholders of the Surviving Corporation shall be entitled to receive, unless such persons elect and perfect their appraisal rights under Chapter 607 of the Florida Statutes, the Closing Merger Consideration as provided in, and subject to the conditions of, an Agreement and Plan of Merger among Upland Software, Inc. and Tamar Acquisition Corporation and Advanced Processing & Imaging, Inc. and Ballast Point Ventures L.P. dated April 25, 2016.

5. Conversion of Shares. The manner and basis of converting the shares of the Merging Corporation into shares, obligations or other securities of the Surviving Corporation and the manner and basis of converting rights to acquire shares of the Surviving Corporation into rights to acquire shares, obligations or other securities of the Surviving Corporation are as follows:

a. Each share of the shares of \$0.0001 par value common stock of the Merging Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of no par value common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. There are no fractional shares of the Merging Corporation outstanding and no fractional shares shall be issued in connection with the merger.

b. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Merging Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided in subparagraph (a) above.

6. Changes in Articles of Incorporation. Not applicable.

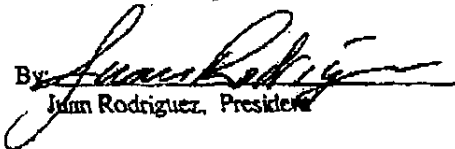
7. Changes in Bylaws. Not applicable

8. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger are reflected on Exhibit A.

9. Effective Date of Merger. The effective date of this merger shall be the later of the date when the (i) Articles of Merger are filed with the Florida Department of State and (ii) the Certificate of Merger is filed with the Delaware Secretary of State.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date set forth above.

ADVANCED PROCESSING & IMAGING,
INC., a Florida corporation

By: 
Juan Rodriguez, President

TRAMAR ACQUISITION CORPORATION,
a Delaware corporation

By: _____
Kirk Larson, Assistant Secretary

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date set forth above.

ADVANCED PROCESSING & IMAGING,
INC., a Florida corporation

By: _____
Juan Rodriguez, President

TRAMAR ACQUISITION CORPORATION,
a Delaware corporation

By: _____
Kirk Larson, Assistant Secretary

Exhibit A

Directors and Officers

Sole Director:

John T. McDonald

Officers:

John T. McDonald, President

Michael D. Hill, Secretary

Kirk Larson, Assistant Secretary