

P96000007116



ACCOUNT NO. : 072100000032

REFERENCE : 526850 4353914

AUTHORIZATION :

Patricia Pigitt

COST LIMIT : \$ 70.00

FILED
2002 APR 29 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 12, 2002

ORDER TIME : 10:04 AM

PLEASE FILE 1ST

ORDER NO. : 526850-020

CUSTOMER NO: 4353914

CUSTOMER: Ms. April Anderson
Piper Rudnick LLP
1200 19th Street, N.W.
7th Floor
Washington, DC 20036-2430

RECEIVED
02 APR 29 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

CROSS MATCH TECHNOLOGIES, INC.

INTO

C. Coulliette APR 29 2002

CROSS MATCH TECHNOLOGIES, INC.

500005367115--7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

CROSS MATCH TECHNOLOGIES, INC., a Florida corporation, P96000007116

INTO

CROSS MATCH TECHNOLOGIES, INC., a Delaware entity not qualified in
Florida.

File date: April 29, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER
MERGING
CROSS MATCH TECHNOLOGIES, INC. (A FLORIDA CORPORATION)
WITH AND INTO
CROSS MATCH TECHNOLOGIES, INC. (A DELAWARE CORPORATION)**

**Pursuant to Section 607.1104 of the
Florida Business Corporation Act**

April 29, 2002

Cross Match Technologies, Inc., a corporation organized and existing under the laws of the State of Florida (the "*Merging Corporation*"), and Cross Match Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Surviving Corporation*"), do hereby certify that:

FIRST: The Merging Corporation and the Surviving Corporation agree that the Merging Corporation shall merge into the Surviving Corporation in accordance with the terms and conditions of that certain Agreement and Plan of Merger, effective as of April 29, 2002.

SECOND: The Agreement and Plan of Merger sets forth the merger of Merging Corporation with and into the Surviving Corporation, which Agreement and Plan of Merger has been approved by the Board of Directors of each such corporation.

THIRD: The Agreement and Plan of Merger was advised, authorized, and approved by each party to these Articles of Merger in the manner and by the vote required by its charter and the laws of the place where it is organized. The manner of approval was as follows:

(a) The Agreement and Plan of Merger was duly approved by the resolution of the board of directors of the Merging Corporation by unanimous written consent dated as of April 15, 2002, declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger and directing that the proposed Articles of Merger be submitted for action thereon to the shareholders of said corporations;

(b) The Agreement and Plan of Merger was duly approved by the shareholders of the Merging Corporation in a special meeting of the shareholders held April 29, 2002 and in conformity with of the Florida Business Corporation Act and its Articles of Incorporation, as amended; and

(c) The Agreement and Plan of Merger was duly approved by unanimous written consent of the board of directors of the Surviving Corporation dated April 15, 2002, declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(d) The Agreement and Plan of Merger was duly approved by written consent of the board of directors of the sole shareholder of the Surviving Corporation dated April 15, 2002, declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger.

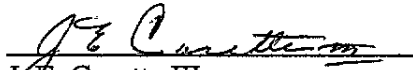
[signatures on following page]

IN WITNESS WHEREOF, Cross Match Technologies, Inc. has caused these Articles of Merger to be signed in its corporate name and on its behalf by its chief executive officer and attested by the corporate secretary as of the date first written above.


ATTEST:

CROSS MATCH TECHNOLOGIES, INC.,
A FLORIDA CORPORATION
(THE MERGING CORPORATION)

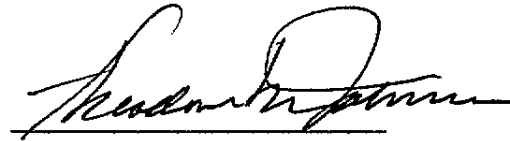
By:


J.E. Corette III
Secretary

By:


Theodore M. Johnson
Chief Executive Officer

THE UNDERSIGNED, Chief Executive Officer of Cross Match Technologies, Inc., a Florida Corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Theodore M. Johnson
Chief Executive Officer

**AGREEMENT AND PLAN OF MERGER
MERGING
CROSS MATCH TECHNOLOGIES, INC.
(a Florida Corporation)
WITH AND INTO
CROSS MATCH TECHNOLOGIES, INC.
(a Delaware Corporation)**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 29th day of April 2002, by and between Cross Match Technologies, Inc., a Florida corporation (hereinafter referred to as "**Parent**"), and Cross Match Technologies, Inc., a Delaware corporation (hereinafter referred to as "**Subsidiary**"). (Parent and Subsidiary are sometimes hereinafter collectively referred to as "**Constituent Corporations**").

RECITALS:

WHEREAS, Parent caused its original Articles of Incorporation to be filed with the Department of State of the State of Florida on January 23, 1996.

WHEREAS, Parent is a Florida corporation, validly formed and in good standing under the laws of the state of Florida with authorized capital stock of: (i) Fifty Million (50,000,000) shares of common stock, par value \$0.01 per share (the "**Parent Common Stock**"), of which Sixteen Million Seven Hundred Seventy-Eight Thousand Two Hundred Fifty (16,778,250) shares are duly issued and outstanding and (ii) Ten Million (10,000,000) shares of preferred stock, par value \$0.01 per share (the "**Parent Preferred Stock**"), none of which is issued and outstanding (the Parent Common Stock and Parent Preferred Stock are sometimes hereinafter collectively referred to as the "**Parent Stock**");

WHEREAS, Subsidiary caused its Certificate of Incorporation to be filed in the office of the Secretary of State of the State of Delaware on April 12, 2002.

WHEREAS, Subsidiary is a Delaware corporation, validly formed and in good standing under the Laws of the State of Delaware with authorized capital stock of: (i) Fifty Million (50,000,000) shares of common stock, par value \$0.01 per share (the "**Subsidiary Common Stock**"), of which one share is duly issued and outstanding and (ii) Ten Million (10,000,000) shares of preferred stock, par value \$0.01 per share (the "**Subsidiary Preferred Stock**"), none of which is issued and outstanding (the Subsidiary Common Stock and the Subsidiary Preferred Stock are sometimes hereinafter collectively referred to as the "**Subsidiary Stock**");

WHEREAS Parent, a corporation validly formed and in good standing under the laws of the State of Florida, owns 100% of the issued and outstanding Subsidiary Stock.

WHEREAS, the registered office of Parent in the State of Florida is located at c/o Edwards & Angell, One North Clematis Street, Suite 400, West Palm Beach, Florida 33401 and the name of

its registered agent at such address is Angell Corporate Services, Inc., and the registered office of Subsidiary in the State of Delaware is located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808 and the name of its registered agent at such address is Corporation Service Company;

WHEREAS, for business purposes, Subsidiary and Parent desire to have Parent merged with and into Subsidiary in accordance with applicable provisions of the Delaware Laws, including the Delaware General Corporation Law, Title 8, Chapter 1, and the Florida Laws, including the Florida Business Corporation Act Chapter 607.

WHEREAS, for federal income tax purposes, it is intended that the above-described merger shall qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "*Code*"), and that this Agreement shall constitute a plan of reorganization pursuant to Section 368(a)(1)(F) of the Code.

NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereby agree as follows:

1. **Merger.** On the Effective Date (as defined in Section 2 hereof), Parent shall be merged with and into Subsidiary, with Subsidiary being the surviving corporation (the "*Merger*"), pursuant to the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.

2. **Effective Time and Date.** The Merger shall become effective upon filing of the Certificate of Merger and Articles of Merger, substantially in the forms attached as Exhibit A and Exhibit B, respectively, (collectively, the "*Articles of Merger*"), with the Delaware Secretary of State and the Florida Department of State respectively (the "*Effective Date*").

3. **Surviving Corporation.** On the Effective Date, the separate corporate existence of Parent shall cease and the Constituent Corporations shall become a single corporation with Subsidiary being the surviving corporation. Thereafter, Subsidiary, as the surviving corporation, shall have all of the rights, privileges, immunities and powers, and will be subject to all of the duties and liabilities of a corporation incorporated under the laws of the State of Delaware. In addition, as the surviving corporation, Subsidiary shall possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due on any account, including subscription to shares, and all other causes of action, and every other interest of or belonging to or due to each of the Constituent Corporations shall vest in Subsidiary as the surviving corporation, without any further act or deed.

On the Effective Date, Subsidiary, as the surviving corporation, shall become responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and a claim of or against, or a pending proceeding by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or Subsidiary, as the surviving

corporation, may be substituted in the place of Parent. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

Subsidiary hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of Parent; (ii) irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of Parent the amount, if any, to which they shall be entitled pursuant to the laws of Florida.

4. Stock Exchange.

a. Subsidiary shareholder. In connection with the Merger, all of the presently outstanding shares of capital stock of Subsidiary shall be cancelled and no stock shall be issued to Parent (the sole shareholder of Subsidiary) as a result of the Merger of Parent into Subsidiary. The one (1) share of the Common Stock of Subsidiary then issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without further action, cease to exist and shall be cancelled.

b. Parent shareholders. On the Effective Date, each share of the Parent Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one share of the corresponding class and type of Subsidiary Stock. Accordingly, each shareholder of Subsidiary shall, after giving effect to the Merger, hold the number of shares and type of stock set forth opposite such shareholder's name on Exhibit C hereto under the caption "*Number of Issued and Outstanding Shares of Subsidiary*," which number of shares and type of stock shall be identical to that held by such shareholder in Parent. Each share of Subsidiary Stock issued pursuant to this section shall be fully paid and nonassessable and shall be deemed to have been issued as of the Effective Date. The outstanding certificates representing shares of Parent Stock will, after the Effective Date, be deemed to represent the number of shares of Subsidiary Stock into which they have been converted. On surrender of stock certificate(s) representing the Parent Stock from each shareholder of Parent, Subsidiary agrees to issue to such shareholder of Parent a certificate representing shares of corresponding of Subsidiary Stock.

c. Holders of convertible securities of Parent. Each holder of a right to acquire any class of stock of the Parent pursuant to an option, warrant or other convertible security, representing the right to acquire stock of the Parent, shall by virtue of the Merger be entitled to acquire one (1) share of the Subsidiary Stock for every one (1) share of Parent Stock that such holder was entitled to acquire pursuant to such option, warrant or other convertible security of the Parent.

5. Name. The Subsidiary shall continue under the name Cross Match Technologies, Inc.

6. Amendments to Certificate of Incorporation or Bylaws.

a. **Articles of Incorporation.** The Certificate of Incorporation of Subsidiary in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation of Subsidiary, as the surviving corporation, until altered or amended as provided under the Delaware General Corporation Law.

b. **Bylaws.** The Bylaws of Subsidiary in effect immediately prior to the Effective Date shall continue to be the Bylaws of Subsidiary, as the surviving corporation, until altered, amended or repealed as provided therein, in the Certificate of Incorporation of Subsidiary or the Delaware General Corporation Law.

7. Directors and Officers. The directors and officers of Subsidiary in office immediately prior to the Effective Date, who shall be the same directors and officers as the directors and officers of Parent in office immediately prior to the Effective Date, shall continue to be the directors and officers, respectively, of Subsidiary, as the surviving corporation, until the expiration of their terms as such or until their successor or successors shall otherwise be duly elected.

8. Termination or Abandonment. Notwithstanding anything in this Agreement to the contrary, this Agreement may be terminated and abandoned prior to the Effective Date by action of the Board of Directors of Parent. In the event this Agreement is terminated or abandoned by the Board of Directors of Parent pursuant to the previous sentence, all contractual rights hereunder shall terminate, and this Agreement shall become null and void without any further liability or obligation on the part of either of the parties hereto.

9. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

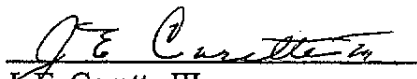
10. Amendment. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors and shareholders (to the extent required by the applicable provisions of the Florida Business Corporation Act and the Delaware General Corporation Law) have caused these presents to be executed by the Chief Executive Officer and attested by the Secretary of the Parent and by the Chairman of the Board of Directors and Secretary of the Subsidiary as the respective act, deed and agreement of each of said corporations, as of the date first written above.

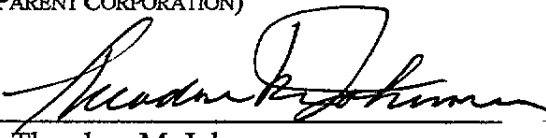
ATTEST:

CROSS MATCH TECHNOLOGIES, INC.,
A FLORIDA CORPORATION
(THE PARENT CORPORATION)

By:


J. E. Corette III,
Secretary

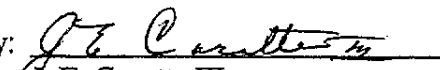
By:


Theodore M. Johnson,
Chief Executive Officer

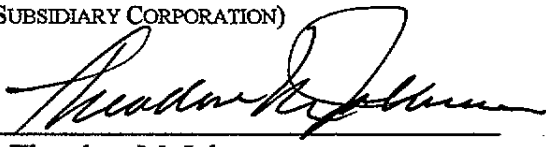
ATTEST:

CROSS MATCH TECHNOLOGIES, INC.,
A DELAWARE CORPORATION
(THE SUBSIDIARY CORPORATION)

By:



J. E. Corette III,
Secretary

By:


Theodore M. Johnson,
Chairman of the Board of Directors

Acknowledgment

THE UNDERSIGNED, Chief Executive Officer of Cross Match Technologies, Inc., a Florida Corporation, who executed on behalf of said corporation the foregoing Agreement and Plan of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Agreement and Plan of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Theodore M. Johnson,
Chief Executive Officer

THE UNDERSIGNED, Chairman of the Board of Directors of Cross Match Technologies, Inc., a Delaware Corporation, who executed on behalf of said corporation the foregoing Agreement and Plan of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Agreement and Plan of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

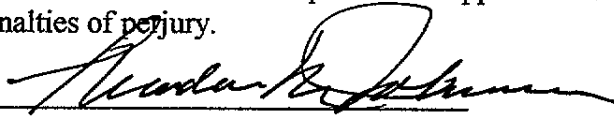

Theodore M. Johnson,
Chairman of the Board of Directors

Exhibit A

Certificate of Merger

Exhibit B
Articles of Merger

Exhibit C

Post-Merger Capitalization of Subsidiary (as surviving corporation)

Type of Security	Number of Issued and Outstanding Shares of Subsidiary on the Effective Date
Common Stock	16,778,250
Options	5,504,875
Warrants	4,986,068