

MAR - 18 '96 10:51 RUBIN HAUM & LEVIN

TEL: 305-374-7893

P. 001

3/18/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: RUBIN HAUM LEVIN FOR KANT FREEDMAN &  
200 S BISCAYNE BLVD  
2500 SE FINANCIAL CENTER  
MIAMI FL 33131-2336302- -0000

FAX: (904) 922-4000

CONTACT: KENDALL SPARKMAN

PHONE: (305) 374-7580

FAX: (305) 350-2446

((H96000003804)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: POSTMAN ACQUISITION INC.

FAX AUDIT NUMBER: H96000003804

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/18/1996

TIME REQUESTED: 10:36:24

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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03/15/96 12:07 WILSON SONSINI + 305 374 7593

NO. 196 D03

03/09/96 17:50 415 227 0781

MAR 05 '92. 03:45PM CT CORP SYSTEM SF

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Fax Audit No. H96-3804



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 27, 1996

CT CORPORATION SYSTEM

The name POSTMAN ACQUISITION INC. has been reserved for 120 days beginning February 27, 1996. The reservation number is R96000001040 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Ruth Leonard

Letter number: 696A00008514

Fax Audit No. H96-3804

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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03-15-1996 18:43 305 470 0156

CT CORP-PLANTATION

P. 02

Fax Audit No. 1196-3804

March 15, 1996

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Postman Acquisition Inc./Name Reservation R98000001040

Ladies and Gentlemen:

The undersigned hereby assigns all its right, title and interest in and to the referenced name reservation and any and all rights attendant thereto in favor of Marc J. Stone, as incorporator of a Florida corporation bearing such name.

Very truly yours,

CT Corporation System

By: *Matthew Palazzolo*

Print Name: Matthew Palazzolo

Title: Customer Specialist

Fax Audit No. H96-3804

Fax Audit No. H96- 3804

**ARTICLES OF INCORPORATION  
OF  
POSTMAN ACQUISITION INC.**

**ARTICLE I -- NAME**

The name of this corporation is POSTMAN ACQUISITION INC.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

200 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131-2336.

**ARTICLE III -- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV -- CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Cent (\$0.01).

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

200 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131-2336;

and the name and address of the initial registered agent of this corporation are:

**Name**

Marc J. Stone

**Address**

200 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131-2336.

*This instrument prepared by:*  
Marc J. Stone, Esquire  
Florida Bar No. 724820  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

EFFECTIVE DATE  
3-15-96

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#### ARTICLE VI -- COMMENCEMENT

This corporation shall commence as of March 15, 1996 at 12:00 PM.

#### ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Name

Address

Marco J. Stone

200 South Discayne Boulevard, Suite 2500  
Miami, Florida 33131-2336.

The powers and duties of the incorporator shall terminate upon the incorporator's appointment of the initial Board of Directors of the corporation.

#### ARTICLE VIII -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

#### ARTICLE IX -- INDEMNIFICATION

This corporation shall indemnify any officer, director and incorporator, or any former officer, director and incorporator of this corporation to the fullest extent permitted by law.

#### ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as Incorporator thereof and in acceptance of his appointment as registered agent therein this 15th day of March, 1996.

  
\_\_\_\_\_  
Marc J. Stone, Incorporator and  
Registered Agent

FILED  
96 MAR 18 PM 2:53  
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TALLAHASSEE, FLORIDA

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P96000024026



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

POSTMAN ACQUISITION INC., a Florida corporation, P96000024026

INTO

**ONDEMAND SOFTWARE, INC.**, a Florida corporation, P94000094334.

File date: March 29, 1996

Corporate Specialist: Linda Stitt