

P96000027222

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MERGER OR SHARE EXCHANGE

ISSI Acquisition Corp.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

INTELLIGENT SYSTEMS SOFTWARE, INC. a Florida entity, P96000027222

INTO

ISSI ACQUISITION CORP., entity not qualified in Florida.

File date: June 28, 2002

Corporate Specialist: Teresa Brown

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**ARTICLES OF MERGER
OF
INTELLIGENT SYSTEMS SOFTWARE, INC.
AND
ISSI ACQUISITION CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger in accordance with Section 607.1105 of Florida Business Corporation Act.

1. The following is the Plan of Merger for merging Intelligent Systems Software, Inc. with and into ISSI Acquisition Corp.

A. The names of the corporations proposing to merge are Intelligent Systems Software, Inc., a Florida corporation, and ISSI Acquisition Corp., a Delaware corporation, and the name of the surviving corporation is ISSI Acquisition Corp.

B. Intelligent Systems Software, Inc. shall merge into ISSI Acquisition Corp. and, upon the Effective Time (as defined below), Intelligent Systems Software, Inc. shall cease to exist and shall no longer exercise its powers, privileges and franchises subject to the laws of the State of Florida. ISSI Acquisition Corp. shall succeed to the property and assets of and exercise all the powers, privileges and franchises of Intelligent Systems Software, Inc. and shall assume and be liable for all of the debts and liabilities, if any, of Intelligent Systems Software, Inc.

C. (i) On the Effective Time, without any action by the holder thereof, each issued and outstanding share of common stock, \$.01 par value ("ISSI Common Stock"), of Intelligent Systems Software, Inc. shall be automatically canceled and converted into 1.25 shares of common stock, \$.01 par value (the "Howtek Common Stock"), of Howtek, Inc. No shares of ISSI Common Stock shall be deemed to be outstanding or have any rights other than the right to receive the Howtek Common Stock, as provided above.

(ii) Fractional shares of Howtek Common Stock shall not be issued and each holder of ISSI Common Stock who would otherwise be entitled to receive any such fractional shares (taking into account all share amounts to which such holder is otherwise entitled hereunder) shall receive cash (without interest) in lieu thereof in an amount equal to the fraction of the share of Howtek Common Stock to which such holder would otherwise be entitled multiplied by the closing market price of the Howtek Common Stock on the last trading day preceding the Effective Time. No person entitled to receive a fractional share of Howtek Common Stock will be entitled to dividends, voting rights or any other

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rights of a stockholder of Howtek, Inc. with respect to such fractional share.

2. The effective date of this merger shall be the date of filing of these Articles of Merger ("Effective Time").

3. The requisite number of shareholders of Intelligent Systems Software, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on June 28, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The merger of Intelligent Systems Software, Inc. with and into ISSI Acquisition Corp. is permitted by the laws of the jurisdiction of organization of ISSI Acquisition Corp. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholder of ISSI Acquisition Corp. was May 20, 2002.

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Executed on June 28, 2002.

INTELLIGENT SYSTEMS SOFTWARE, INC.

By 

Name: W. Kip Speyer

Title: Chief Executive Officer

ISSI ACQUISITION CORP.

By 

Name: W. Scott Parr

Title: President

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