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P96000062943

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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Appktware, Inc. (FL)

merging into

AW Acquisitions, Inc. (DE)

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TALLAHASSEE, FLORIDA

- ☐ Profit ☐ Amendment ☒ Merger
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☐ Limited Partnership ☐ Annual Report ☐ Other
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Thanks,
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

APPLETWATE, INC., a Florida corporation, P96000062943

INTO

AW ACQUISITIONS, INC., a Delaware corporation not qualified in Florida.

File date: September 18, 1998

Corporate Specialist: Teresa Brown

DOMESTIC CORPORATION AND FOREIGN CORPORATION ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation

State/country of incorporation

AppletWare, Inc.

Florida, USA

AW Acquisitions, Inc.

Delaware, USA

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and the domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The plan of merger is attached hereto and incorporated herein by reference.

FIFTH: The effective date of the merger shall be the date of filing of these Articles of Merger.

SIXTH: The plan of merger was adopted by the shareholders of AppletWare, Inc. on May 24, 1998. The plan of merger was adopted by the shareholders of AW Acquisition, Inc. on May 24, 1998.

IN WITNESS WHEREOF, the undersigned, have executed these Articles of Merger on behalf of AppletWare, Inc. and AW Acquisitions, Inc., intending that AppletWare, Inc. and AW Acquisitions, Inc. be bound by the provisions hereof.

AppletWare, Inc.

By: Vincent G. Coll, Jr.

Title: President, Chairman

By: V. Todorov

Title: Secretary / Treasurer

AW Acquisitions, Inc.

By: Vincent G. Coll, Jr.

Title: President, Chairman

By: V. Todorov

Title: Secretary / Treasurer

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FILED
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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
APPLETWARE, INC.
(a Florida corporation)**

with and into

**AW ACQUISITIONS, INC.
(a Delaware corporation)**

PLAN OF MERGER dated May 1, 1998 between AppletWare, Inc., a Florida corporation (the "Company"), and AW Acquisition, Inc., a Delaware corporation ("AW").

Background

The Company and AW are parties an Agreement and Plan of Reorganization (the "Reorganization Agreement") of even date herewith providing for the merger (the "Merger") of the Company with and into AW in accordance with the corporation law of Florida (the "Florida Corporation Law") and the corporation law of Delaware (the "Delaware Corporation Law") and this Plan of Merger.

NOW THEREFORE, the parties hereto do hereby prescribe the terms and conditions of the Merger and the mode of carrying it into effect:

1. **General.** The Company and AW shall effect the Merger on the terms and conditions hereinafter set forth in this Plan of Merger.
 - a. **Effect.** At the Effective Date, as hereinafter defined, the Company shall be merged with and into AW, and AW shall be, and is sometimes hereinafter referred to as, the "Survivor", and the separate existence of the Company shall cease, all with the effects provided in the Florida Corporation Law and the Delaware Corporation Law.
 - b. **Effectiveness.** Subject to the terms and conditions herein provided, Articles of Merger shall be executed by the Company and AW at the offices of the Company's counsel on a day established in accordance with the Reorganization Agreement (the "Closing Date"). On the Closing Date or as soon thereafter as practicable, Articles of Merger shall be filed with the Secretary of State of Florida and the Secretary of State of Delaware. The Merger shall become effective at the close of business on the day on which the last of such filings is effected (the "Effective Date").
2. **Conversion of Shares.** The manner of converting shares of the parties hereto will be as follows:
 - a. **Company Shares.** On the Effective Date, each share of common stock of the Company ("Company Common Stock") issued and outstanding on the Effective Date, shall be converted into one share of common stock of AW ("Survivor Common Stock").

- b. Rights to Acquire Company Common Stock. On the Effective Date, each option or other right to acquire Company Common Stock shall be converted to an identical option or other right to acquire Survivor Common Stock.
 - c. Dissenting Shares. No shareholder of the Company shall be entitled to receive Survivor Common Stock as to which such shareholder has elected to exercise dissenting shareholder rights under the Florida Corporation Law.
 - d. Surrender of Certificates. As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates representing shares of Company Common Stock as to which the Shareholder did not elect to exercise dissenting shareholder rights under the Florida Corporation Law, shall surrender such certificate(s) with appropriate letters of transmittal to such person or entity who may be designated by AW (the "Exchange Agent"), and such holder shall upon such surrender receive a certificate representing an equal number of Survivor Common Stock. Dividends, if any, payable after the Effective Date, may, at AW's option, be withheld from holders of certificates formerly representing shares of Company Common Stock until such certificates are surrendered for exchange as aforesaid, and, if so withheld, shall then be paid without interest thereon.
3. Articles of Incorporation. The Articles of Incorporation of AW in effect immediately prior to the Merger shall be and remain the Articles of Incorporation of the Survivor until amended as provided under the Delaware Corporation Law. Following the Effective Date, AW shall change its corporate name in Delaware to AppletWare, Inc.
4. Bylaws. The Bylaws of AW in effect immediately prior to the Merger shall be and remain the Bylaws of the Survivor until amended as provided therein and under the Delaware Corporation Law.
5. Terms and Conditions. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Company shall be transferred to, vested in, and devolve upon, AW without further act or deed and all property, rights, and every other interest of AW and the Company shall be as effectively the property of AW as they were of the Company and AW respectively. The Company hereby agrees from time to time, as and when requested by AW or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as AW may deem necessary or desirable in order to vest in and confirm to AW title to and possession of any property of the Company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Company and the proper officers and directors of AW are fully authorized in the name of the Company or otherwise to take any and all such action.
6. Conditions. The obligations of the Company and AW to effect the Merger shall be subject to all of the conditions specified in the Reorganization Agreement.
7. Termination and Amendment. Anything herein or elsewhere to the contrary notwithstanding, the

Reorganization Agreement and this Plan of Merger may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective. The Reorganization Agreement and this Plan of Merger may be amended by the Board of Directors of the constituent corporations at any time prior to the time that this merger filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Reorganization Agreement and this Plan of Merger by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of AW to be effected by the merger, or (3) alter or change any of the terms and conditions of the Reorganization Agreement and this Plan of Merger if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the undersigned, have executed this Plan of Merger on behalf of the Company and AW, intending that the Company and AW be bound by the provisions hereof.

AppletWare, Inc.

AW Acquisition, Inc.

By: Vincent G. Bell, Jr.

By: Vincent G. Bell, Jr.

Title: President

Title: President

By: V. Todocov

By: V. Todocov

Title: Secretary / Treasurer

Title: Secretary / Treasurer