

CT CORPORATION SYSTEM

P96000097149

CORPORATION(S) NAME

CSS Acquisition Corp.

Merging into: Command Software Systems, Inc.

02 SEP 27 PM 3:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 27 PM 2:28
RECEIVED

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

9/27/02

AAM

Order#: 5599454

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-09/27/02--01067--003

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulllette SEP 30 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CSS ACQUISITION CORP., a Florida corporation, P02000096485

INTO

COMMAND SOFTWARE SYSTEMS, INC., a Florida entity, P96000097149.

File date: September 27, 2002

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 27, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: COMMAND SOFTWARE SYSTEMS, INC.
Ref. Number: P96000097149

RECEIVED
02 SEP 30 AM 11:13
DIVISION OF CORPORATION

We have received your document for COMMAND SOFTWARE SYSTEMS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must have original signatures to file this document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 702A00054866

Got the original signatures today. Please refile + backdate to 9/27/02. Vha. Ashym.

02 SEP 30 AM 11:13
DIVISION OF CORPORATION

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Command Software Systems, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
CSS Acquisition Corp.	Florida

FILED
02 SEP 27 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 in the future.)

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 September 23, 2002

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 September 23, 2002

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

CSS Acquisition Corp.

Philip R. Braden, President

Command Software Systems, Inc.

Helmuth Freericks, Acting CEO

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

CSS Acquisition Corp.

Philip R. Braden, President

Command Software Systems, Inc.

Helmuth Freericks, Acting CEO

EXHIBIT A**PLAN OF MERGER****I. Name of Non-Surviving Corporation.** Name and state of incorporation of the merging (non-surviving) corporation:

Name: CSS Acquisition Corp.
State: Florida

II. Name of Surviving Corporation. Name and state of incorporation of the surviving corporation:

Name: Command Software Systems, Inc.
State: Florida

III. Terms and Conditions of Merger.

(a) CSS Acquisition Corp. shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), be merged with and into Command Software Systems, Inc., which will survive the merger when the merger becomes effective and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the FBCA. The separate existence of CSS Acquisition Corp., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger pursuant to the provisions of the FBCA.

(b) The Articles of Incorporation of the non-surviving corporation when the merger becomes effective shall be the Articles of Incorporation of the surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the FBCA.

(c) The present Bylaws of the non-surviving corporation will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

(d) The Directors and Officers in office of the non-surviving corporation when the merger becomes effective shall be the members of the Board of Directors and the Officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the non-surviving corporation.

IV. Conversion of Shares.

(a) All issued and outstanding shares of capital stock of the non-surviving corporation shall continue to be issued and shall be converted into a total of 1,000 validly issued, fully paid and non-assessable common shares of the surviving corporation. Each stock certificate of the non-surviving corporation evidencing ownership of any such shares shall evidence ownership of such shares of capital stock of the surviving corporation.

(b) Each ten (10) shares of the surviving corporation common stock issued shall be converted, without any action on the part of the holders thereof, into one (1) share of Authentium, Inc., a Delaware corporation ("Authentium"), common stock. (The ratio of ten (10) shares of the surviving corporation common stock to one (1) share of Authentium common stock is referred to as the "Exchange Ratio").

(c) All such shares of surviving corporation so converted shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each certificate previously representing any such shares shall thereafter represent the right to receive the aggregate number of shares of Authentium common stock into which such surviving corporation common stock was converted in the merger.

(d) Each share of the surviving corporation common stock held in the treasury of the surviving corporation shall be cancelled and extinguished without any conversion of such shares and no payment shall be made with respect to such shares.

(e) Each then outstanding option to purchase shares of capital stock of the surviving corporation, whether or not then vested and/or exercisable, shall be cancelled and in consideration of such cancellation Authentium shall grant to such holders of surviving corporation stock options an option to purchase that number of shares of Authentium common stock equal to the result of (1) the number of shares of the surviving corporation common stock that the holder of such surviving corporation stock option has the option to purchase, divided by (2) the Exchange Ratio. The exercise price of the options to acquire Authentium common stock will be adjusted to equal the product of the exercise price of the surviving corporation stock option converted and the Exchange Ratio and the options to acquire Authentium common stock will be treated as vested or have a remaining vesting period the same as the surviving corporation stock options that were converted. All other terms and conditions of the replacement stock options issued by Authentium will be similar to the terms and conditions of stock options offered to Authentium's optionees. No option for a fractional share of Authentium common stock shall be issued, but the number of options to be issued shall be rounded up to the next highest number.

(f) Each then outstanding warrant to purchase shares of capital stock of the surviving corporation, whether or not then vested and/or exercisable, shall be cancelled and in consideration of such cancellation Authentium shall grant to such holders of surviving corporation warrants a warrant to purchase that number of shares of Authentium common stock equal to the result of (1) the number of shares of surviving corporation common stock that the holder of such surviving corporation warrant has the option to purchase, divided by (2) the Exchange Ratio. The exercise price of each warrant to purchase Authentium common stock will be adjusted to equal the product of the exercise price of the surviving corporation warrant

converted and the Exchange Ratio. No warrant for a fractional share of Authentium common stock shall be issued, but the number of warrants to be issued shall be rounded up to the next highest number.

V. Adopted and Approved by Directors. The Plan of Merger herein made and adopted has been adopted and approved by the Directors of the non-surviving corporation and the surviving corporation in accordance with Section 607.1101 of the FBCA.

VI. Approved by Shareholders. The Plan of Merger herein made and adopted has been approved by the Shareholders of the non-surviving corporation and the surviving corporation in accordance with Section 607.1103 of the FBCA.

VII. Recording of Documents. The non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the FBCA, and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

VIII. Authorization. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.