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P960000098974

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

300003217673--4

-04/21/00-01006--006

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

*Merge*

*Scientific Acquisition Corp*

*merging into:*

*MC<sup>2</sup> Scientific Systems, Inc*

SECRET  
OFFICE OF STATE  
TALLAHASSEE, FLORIDA

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- ☐ Profit  
☐ NonProfit  
☐ Limited Liability Company  
☐ Foreign

- ☐ Amendment  
☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

- ☐ Limited Partnership  
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☐ Limited Liability Partnership

- ☐ Annual Report  
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- ☐ Other  
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ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SCIENTIFIC ACQUISITION CORP., a Fla corp. P99000095552

INTO

**MC2 SCIENTIFIC SYSTEMS, INC.,** a Florida entity, P96000098974

File date: April 20, 2000

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER  
OF  
MC<sup>2</sup> SCIENTIFIC SYSTEMS, INC.  
AND  
SCIENTIFIC ACQUISITION CORP.**

**FILED**  
**00 APR 20 PM 3:54**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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 of the surviving corporation is MC<sup>2</sup> Scientific Systems, Inc., a Florida corporation.

**Second:** The name of the merging corporation is Scientific Acquisition Corp., a Florida corporation.


**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.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on April 18<sup>th</sup>, 2000.

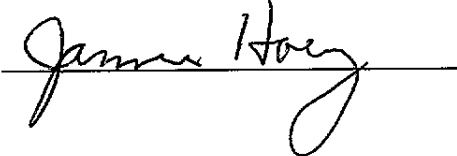
**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation on April 19<sup>th</sup>, 2000.

**Seventh: Signatures For Each Corporation**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
MC <sup>2</sup> Scientific Systems, Inc.	 _____	Name: <i>NICHOLAS MASON</i> Title: <i>CEO</i>

*See attached additional page*

**Seventh: Signatures For Each Corporation**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Scientific Acquisition Corp.		Name: James P. Hoxey Title: Sec. / Treas.

**PLAN OF MERGER  
OF  
MC<sup>2</sup> SCIENTIFIC SYSTEMS, INC.  
AND  
SCIENTIFIC ACQUISITION CORP.**

The following plan of merger is submitted in compliance with section 607.1101, F.S.

**First:** The name of the surviving corporation is MC<sup>2</sup> Scientific Systems, Inc., a Florida corporation ("MC<sup>2</sup>").

**Second:** The name of the merging corporation is Scientific Acquisition Corp., a Florida corporation ("Scientific").

**Third:** The terms and conditions of the merger are as follows:

When the Merger becomes effective, Scientific shall merge with and into MC<sup>2</sup> and, without further act, all the effects of merger as set forth in 607.1106, F.S., shall occur. The merger shall become effective upon filing of the Articles of Merger with the Florida Department of State.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective time of the merger

- (a) each share of common stock, par value \$1.00 per share of MC<sup>2</sup> outstanding immediately before the effective time of the merger shall be converted into the right to receive (i) an amount payable in cash at the closing equal to the quotient determined by dividing (A) the difference between \$800,000 and the Adjustment Amount by (B) the number of shares of MC<sup>2</sup> common stock outstanding immediately before the effective time of the merger and (ii) an amount payable in cash within five business days after MC<sup>2</sup>'s "Virtual Simulation" product is granted a subsection 510(k) clearance by the U.S. Food and Drug Administration (provided such clearance is obtained no later than three years from the effective time of the merger) equal to the quotient determined by dividing \$500,000 by the number of shares of MC<sup>2</sup> common stock

outstanding immediately before the effective time of the merger;  
and

- (b) each share of the common stock par value \$.01 per share of Scientific outstanding immediately before the effective time of the merger shall be converted into one share of common stock of the surviving corporation.

For this purpose, the "Adjustment Amount" shall equal the positive result, if any, of the total liability of the Company at the closing date (as set forth on its books and records as of such date) minus \$50,000

Restated articles are attached:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MC<sup>2</sup> SCIENTIFIC SYSTEMS, INC.**

**ARTICLE I - NAME**

The name of the Corporation shall be:  
MC<sup>2</sup> SCIENTIFIC SYSTEMS, INC.

**ARTICLE II - NATURE OF BUSINESS**

The general character of nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue is: 10,000 shares of common stock with a par value of \$.01 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is:

1200 S. Pine Island Road  
Plantation, Florida 33324

and the name of the registered and resident agent of this Corporation at that address is CT Corporation System.



ARTICLE V - ADDRESS

The street address of the principal office of the Corporation is:

100 W. Evelyn Avenue  
Santa Clara County  
Mountain View, California 94041

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The number of directors shall be three.

ARTICLE VII - AMENDMENT

These Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Restated Articles of Incorporation be made.

Executed this \_\_\_\_ day of \_\_\_\_\_, 2000

\_\_\_\_\_  
MC<sup>2</sup> SCIENTIFIC SYSTEMS, INC.

By:\_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501.

Date: April 20, 2000

Connie Bryan  
CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 APR 20 PM 3:54

FILED