

P97000014800

ARTICLES OF MERGER
Merger Sheet

MERGING:

INFINET SOFTWARE, INC., a Florida corporation, document number
P97000014800

INTO

INFINET SOFTWARE, INC.. a Delaware corporation not qualified in Florida

File date: October 8, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES
CORPORATION
COMPANY

P97000014800

ACCOUNT NO. : 072100000032

REFERENCE

AUTHORIZATION :

COST LIMIT : \$ ~~157.50~~

122.50

ORDER DATE : October 8, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 557670-005

CUSTOMER NO: 1579E

100002315681--2

CUSTOMER: Nelson Carryl, Esq
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

ARTICLES OF MERGER

INFINET SOFTWARE, INC.

INTO

INFINET SOFTWARE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

Merges
10-9

RECEIVED
97 OCT -8 PM 4:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
97 OCT -8 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
infinet software, inc., a Florida corporation
with and into
infinet software, inc., a Delaware corporation
with
infinet software, inc., a Delaware corporation
as the
Surviving Corporation

97 OCT -8 PM 4:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101 *et. seq.* of the Florida Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware, **infinet software, inc.**, a Florida corporation ("**Infinet Florida**") and **infinet software, inc.**, a Delaware corporation ("**Infinet Delaware**"), do hereby adopt the following Articles of Merger:

ARTICLE I
Agreement and Plan of Merger

An Agreement and Plan of Merger dated 10-8, 1997, setting forth the terms and conditions of the merger of **Infinet Florida** with and into **Infinet Delaware**, with **Infinet Delaware** being the Surviving Corporation, is attached hereto as Exhibit A and incorporated herein by reference.

ARTICLE II
Approval of Agreement and Plan of Merger

The aforesaid Agreement and Plan of Merger was approved by the shareholders of **Infinet Florida** by unanimous written consent action dated 10-8, 1997, and by the shareholders of **Infinet Delaware** by unanimous written consent action dated 10-8, 1997.

ARTICLE III
Effective Date

The Agreement and Plan of Merger shall be effective in the State of Florida upon the filing of these Articles of Merger by the Florida Department of State.

These Articles of Merger may be executed in any number of counterparts, all of which when taken together shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized officers as of this 8 day of October, 1997.

Attest:


Michael Lynch, Secretary

infinet software, inc.
a Florida corporation

By:

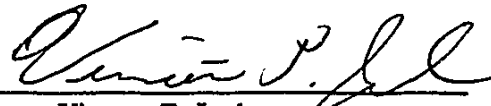

Name: Vincent T. Jordan
Title: President & CEO

Attest:


Michael Lynch, Secretary

infinet software, inc.
a Delaware corporation

By:


Name: Vincent T. Jordan
Title: President & CEO

AGREEMENT AND PLAN OF MERGER
of
infinet software, inc., a Florida corporation
with and into
infinet software, inc., a Delaware corporation
with
infinet software, inc, a Delaware corporation
as the
Surviving Corporation

This Agreement and Plan of Merger dated 10-8, 1997 ("Agreement"), between **infinet software, inc.**, a Delaware corporation ("**Infinet Delaware**" or the "**Surviving Corporation**"), and **infinet software, inc.**, a Florida corporation ("**Infinet Florida**" or the "**Terminating Corporation**").

WHEREAS, **Infinet Delaware** is a corporation organized and existing under the laws of the State of Delaware, with its principal office at 1800 38th Street, Suite 200, Boulder, Colorado 80301; and

WHEREAS, the total number of shares of stock which **Infinet Delaware** has authority to issue is FIFTY MILLION (50,000,000), all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, **Infinet Florida** is a corporation organized and existing under the laws of the State of Florida with its principal office at 1800 38th Street, Suite 200, Boulder, Colorado 80301; and

WHEREAS, the total number of shares of stock which **Infinet Florida** has authority to issue is FIFTY MILLION (50,000,000), all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, the respective Boards of Directors of **Infinet Delaware** and **Infinet Florida** deem it desirable and in the best business interests of the corporations and their shareholders that **Infinet Florida** be merged into **Infinet Delaware** pursuant to the provisions of the General Corporation Law of the State of Delaware and the provisions of the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by **Infinet Florida** and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by **Infinet Delaware** and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. **Merger.** On the effective date of the Merger, **Infinet Florida** shall be merged with and into **Infinet Delaware**, pursuant to the provisions of the General Corporation Law of the State of Delaware and the provisions of the Florida Business Corporation Act and **Infinet Delaware** shall thereafter continue to exist as the Surviving Corporation pursuant to the General Corporation Law of the State of Delaware.

2. **Terms and Conditions.** On and after the effective date of the merger, the separate existence of **Infinet Florida** shall cease, and **Infinet Delaware** shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of **Infinet Florida**, without the necessity for any separate transfer. **Infinet Delaware** shall then be responsible and liable for all liabilities and obligations of **Infinet Florida**, and neither the rights of creditors nor any liens on the property of **Infinet Florida** shall be impaired by the merger.

3. **Treatment of Outstanding Shares.**

a. **Outstanding Shares of Infinet Delaware.** On the effective date of the merger, all shares of the issued and outstanding capital stock of **Infinet Delaware** shall remain outstanding and shall not be affected by the merger.

b. **Outstanding Shares of Infinet Florida.** On the effective date of the merger, all shares of the issued and outstanding capital stock of **Infinet Florida** shall be canceled.

4. **Certificate of Incorporation.** The Certificate of Incorporation of **Infinet Delaware** shall continue to be the Certificate of Incorporation of the Surviving Corporation following the effective date of the merger. Annexed hereto as **Appendix I** and made a part hereof is a copy of the Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect on and after the effective date in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. **Bylaws.** The Bylaws of **Infinet Delaware** shall continue to be the Bylaws of the Surviving Corporation following the effective date of the merger, and said Bylaws shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

6. **Directors and Officers.** The directors and officers of **Infinet Delaware** on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their respective successors have been elected or appointed and qualified or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Approval by Shareholders.** This Agreement shall be submitted for the approval of the shareholders of **Infinet Delaware** and **Infinet Florida** in the manner provided by the applicable laws of the State of Delaware and the State of Florida.

8. **Effective Date of Merger.** The effective date of the merger shall be the date when Articles of Merger are filed by the Delaware Secretary of State.

9. **Miscellaneous.**

a. In the event that this Agreement shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

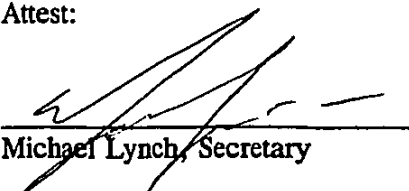
b. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

c. Notwithstanding the full approval and adoption of this Agreement, the Agreement may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Florida in the event that the Board of Directors and shareholders of either the Terminating Corporation or the Surviving Corporation elect to effect such a termination.

10. **Execution of Agreement.** This Agreement may be executed in any number of counterparts, each of which shall constitute an original and together shall constitute one and the same instrument.

This Agreement is executed on behalf of the parties by their officers, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

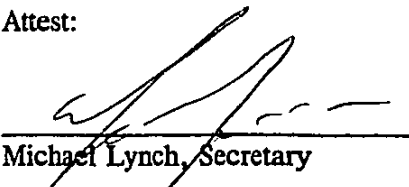
Attest:


Michael Lynch, Secretary

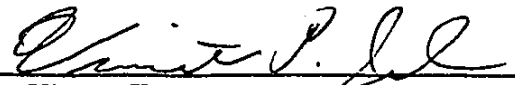
infinet software, inc., a
Delaware corporation

By: 
Name: Vincent T. Jordan
Title: President & CEO

Attest:


Michael Lynch, Secretary

infinet software, inc., a
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By: 
Name: Vincent T. Jordan
Title: President & CEO