

P97000029932

(Requestor's Name)

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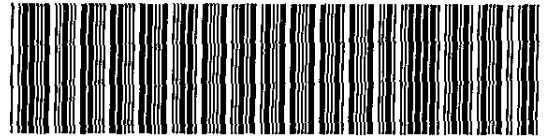
(Business Entity Name)

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12/31/03

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RECEIVED
03 DEC 24 PM 4: 03
DIVISION OF CORPORATION

FILED
03 DEC 24 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/26/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 374280 4388080

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 2003

ORDER TIME : 3:29 PM

ORDER NO. : 374280-040

CUSTOMER NO: 4388080

CUSTOMER: Mr. Matthew G. Colvin
The Titan Corporation
3033 Science Park Rd.

San Diego, CA 92121

ARTICLES OF MERGER

*****FILE 1ST*****

CONCEPT AUTOMATION, INC. OF
AMERICA

INTO

BTG TECHNOLOGY RESOURCES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

12/31/03

ARTICLES OF MERGER

OF

CONCEPT AUTOMATION, INC. OF AMERICA
(a Virginia corporation)

INTO

BTG TECHNOLOGY RESOURCES, INC.
(a Florida corporation)

FILED
03 DEC 24 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, BTG Technology Resources, Inc., a Florida corporation (the "*Company*") and Concept Automation, Inc. of America, a Virginia corporation (the "*Concept*") do hereby adopt the following Articles of Merger:

1. Annexed hereto as *Exhibit A*, and made a part hereof, is a Plan of Merger for merging BTGS with and into the Company, as approved by the Board of Directors of the Company on April 24, 2003.

2. The merger of Concept with and into the Company is permitted by the laws of the Commonwealth of Virginia and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Concept was April 24, 2003.

3. As to the Company, the aforesaid Plan of Merger was adopted in accordance with the Provisions of the Florida Business Corporation Act on April 24, 2003.

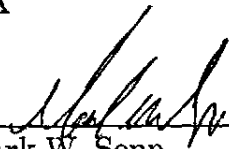
4. Shareholder Approval was not required for the merger.

5. The effective time and date of the merger herein provided for the State of Florida shall be upon acceptance of these Articles of Merger by the Secretary of State of the State of Florida, but in no case later than 11:59 p.m. on December 31, 2003.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company and Concept, the parties to the Merger, have caused these Articles of Merger to be signed in their respective corporate names as of the 23rd day of December 2003.

CONCEPT AUTMATION, INC. OF
AMERICA

By: 
Name: Mark W. Sopp
Title: Senior Vice President

BTG TECHNOLOGY RESOURCES,
INC.

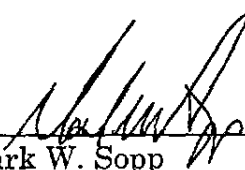
By: 
Name: Mark W. Sopp
Title: Senior Vice President

Exhibit A
Plan of Merger
(Attached)

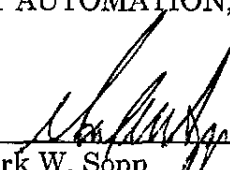
PLAN OF MERGER
CONCEPT AUTOMATION, INC. OF AMERICA
WITH AND INTO
BTG TECHNOLOGY RESOURCES, INC.

1. BTG Technology Resources, Inc. which is a business corporation of the State of Florida (the "*Company*") and is the owner of all of the outstanding shares of Concept Automation, Inc. of America which is a business corporation of the Commonwealth of Virginia ("*Concept*"), hereby merges Concept with and into the Company pursuant to the provisions of the laws of the Commonwealth of Virginia and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Concept shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and the Company shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of CONCEPT shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of the Company 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.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, this Plan of Merger has been adopted and approved by all of the directors of each of the Company and Concept and each has caused it to be executed by the signature of the undersigned, all as of the day and year first above written.

CONCEPT AUTOMATION, INC. OF AMERICA

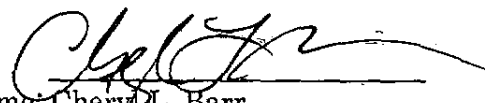
By: 
Name: Mark W. Sopp
Title: Senior Vice President

BTG TECHNOLOGY RESOURCES, INC.

By: 
Name: Mark W. Sopp
Title: Senior Vice President

The undersigned Secretary of BTG Technology Resources, Inc. hereby certifies that the Plan of Merger has been adopted pursuant to the provisions of the Florida Business Corporation Act and that no shares of common stock of BTG Technology Resources, Inc. shall be issued or delivered under the Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of December 2003.

By: 
Name: Cheryl L. Barr
Title: Secretary