

P98000004064

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

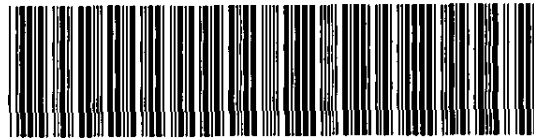
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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RECEIVED

12 FEB -3 AM 10:39

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2012 FEB -3 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

FEB - 6 2012

T. BROWN

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date: 2/3/12

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

Corporation Name: E-Solutions Corporation
→ Knology Data Center Services, Inc.

Email Address: _____

Entity Number: P98000004064

Authorization: Kim Pullen

☒ Articles of merger
Certified Copy

☒ Certificate of Status

☐ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

CF Internal Use Only

Client: 55486 Matter: 62204

Name: S. Hammock Office: ATL

EXHIBIT B

Articles of Merger

Please see attached.

ARTICLES OF MERGER
of
E SOLUTIONS CORPORATION
(a Florida corporation)
into

FILED
2012 FEB -3 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

798000004064

KNOLOGY DATA CENTER SERVICES, INC.
(a Delaware corporation)

Pursuant to Section 607.1108 of the
State of Florida Business Corporation Act

The undersigned, being the surviving corporation, hereby sets forth as follows:

FIRST: The name of each of the constituent corporations in the merger is Knology Data Center Services, Inc., a Delaware corporation ("Knology DCS"), and E Solutions Corporation, a Florida corporation ("E Solutions"). The surviving corporation in the merger shall be Knology DCS.

SECOND: The agreement and plan of merger attached hereto as Exhibit A (the "Plan of Merger") was approved by the board of directors and sole shareholder of E Solutions in accordance with Chapter 607 of the Florida Business Corporation Act on January 31, 2012.

THIRD: The Plan of Merger has been approved by Knology DCS in accordance with the applicable laws of the State of Delaware.

FOURTH: Knology DCS's principal registered office under the laws of the State of Delaware is: 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

FIFTH: Knology DCS is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of E Solutions.

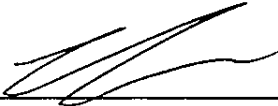
SIXTH: Knology DCS agrees to promptly pay to the dissenting shareholder of E Solutions the amount, if any, to which it is entitled under Section 607.1302 of the Florida Business Corporation Act.

SEVENTH: The merger is to become effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

(Signature on following page.)

IN WITNESS WHEREOF, these Articles of Merger are hereby executed this 7 day of February, 2012.

KNOLOGY DATA CENTER SERVICES, INC.

By: 
Name: Chad S. Wachter
Title: Secretary

E SOLUTIONS CORPORATION

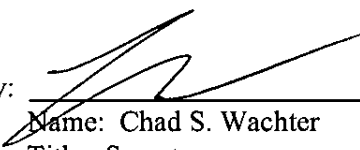
By: 
Name: Chad S. Wachter
Title: Secretary

Exhibit A

Plan of Merger

Please see attached.

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement") is dated as of February 1, 2012, by and between Knology Data Center Services, Inc., a Delaware corporation ("Knology DCS"), and E Solutions Corporation, a Florida corporation ("E Solutions").

WHEREAS, Knology DCS and E Solutions wish to effect a business combination through a merger (the "Merger") of E Solutions with and into Knology DCS on the terms and conditions set forth in this Agreement and in accordance with the Delaware General Corporation Law, as amended (the "DGCL") and the Florida Business Corporation Act, as amended (the "FBCA"), as applicable;

WHEREAS, the Board of Directors of Knology DCS has approved and adopted this Agreement, the Merger and the other transactions contemplated hereby and determined that this Agreement, the Merger and the other transactions contemplated hereby are advisable and in the best interest of its sole stockholder, and its sole stockholder has approved and adopted this Agreement, the Merger and the other transactions contemplated hereby;

WHEREAS, the Board of Directors of E Solutions has approved and adopted this Agreement, the Merger and the other transactions contemplated hereby and have determined that this Agreement, the Merger and the other transactions contemplated hereby are in the best interest of its sole shareholder, and its sole shareholder has approved and adopted this Agreement, the Merger and the other transactions contemplated hereby; and

WHEREAS, Knology DCS and E Solutions desire to make certain agreements in connection with the Merger.

NOW THEREFORE, in consideration of the premises and mutual agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **The Merger.** Subject to the terms and conditions of this Agreement, at the Effective Time (as defined in **Section 2**), Knology DCS and E Solutions shall consummate the Merger pursuant to which (a) E Solutions shall be merged with and into Knology DCS and the separate corporate existence of E Solutions shall thereupon cease, (b) Knology DCS shall be the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware, and (c) the separate corporate existence of Knology DCS with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in the DGCL and the FBCA.

2. **Effective Time.** Upon the terms and subject to the conditions set forth in this Agreement, on the Closing Date (as defined in **Section 4**), E Solutions and Knology DCS shall: (i) duly execute a certificate of merger in the form attached hereto as **Exhibit A** (the "Certificate of Merger") and file such Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the DGCL and (ii) duly execute an articles of merger in the form attached hereto as **Exhibit B** (the "Articles of Merger") and file such Articles of Merger with the Secretary of State of the State of Florida in accordance with the FBCA. The Merger shall become effective at such time as the Certificate of Merger, accompanied by payment of the filing fee (as provided in the DGCL), has been examined by and received the endorsed approval of the Secretary of State of the State of Delaware (the "Effective Time").

3. **Certificate of Incorporation; Bylaws and Officers.** As of the Effective Time, by virtue of the Merger and without any action on the part of E Solutions, Knology DCS or any other person being

required: (i) the certificate of incorporation of the Surviving Corporation shall be the same as the certificate of incorporation of Knology DCS as in effect immediately prior to the Effective Time until thereafter amended as provided by law and the terms of such certificate of incorporation; (ii) the bylaws of the Surviving Corporation shall be the same as the bylaws of Knology DCS as in effect immediately prior to the Effective Time until thereafter amended as provided by law and the terms of such bylaws; and (iii) the officers and directors of the Surviving Corporation shall be the same as the officers and directors of Knology DCS as in effect immediately prior to the Effective Time.

4. **Closing.** The closing of the Merger (the "Closing") shall occur on a date agreed upon in writing by Knology DCS and E Solutions. The date on which the Closing occurs pursuant to the foregoing sentence is referred to in this Agreement as the "Closing Date." The Closing shall take place at the offices of Carlton Fields, P.A., One Atlantic Center, 1201 W. Peachtree St NW, Suite 3000, Atlanta, Georgia 30309, or at such other place as agreed to by Knology DCS and E Solutions. "Business Day" means any day other than a day on which the office of the Secretary of State of the State of Delaware is closed.

5. **Effect on Capital Stock.** As of the Effective Time, by virtue of the Merger and without any action on the part of the stockholder of E Solutions or any stockholder of Knology DCS:

(a) Each issued and outstanding share of common stock of Knology DCS immediately prior to the Effective Time (each, a "Share of Common Stock") shall remain outstanding and shall become an issued and outstanding share representing such common stock of the Surviving Corporation following the Merger.

(b) Each share of common stock of E Solutions ("E Solutions Stock") that is owned by E Solutions, shall automatically be canceled and shall cease to exist, and no cash or other consideration shall be delivered or deliverable in exchange therefor.

(c) Each issued and outstanding share of E Solutions Stock issued and outstanding immediately prior to the Effective Time shall automatically be canceled and shall cease to exist, and no cash or other consideration shall be delivered or deliverable in exchange therefor.

6. **Choice of Law/Consent to Jurisdiction.** All disputes, claims or controversies arising out of or relating to this Agreement, or the negotiation, validity or performance of this Agreement, or the transactions contemplated hereby shall be governed by and construed in accordance with the laws of the State of Delaware. Each of the parties hereby consents to personal jurisdiction, service of process and venue in the federal or state courts of the State of Delaware for any claim, suit or proceeding arising under this Agreement.

7. **Miscellaneous.** This Agreement (a) constitutes, together with the Exhibits attached hereto and the documents, instruments and certificates which are entered into in connection herewith, the entire agreement and supersedes all of the prior agreements and understandings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof, (b) shall be binding upon and inure to the benefits of the parties hereto and their respective successors and assigns and is not intended to confer upon any other person any rights or remedies hereunder and (c) may be executed in two or more counterparts which together shall constitute a single agreement.


Signatures on following page.

IN WITNESS WHEREOF, the parties hereto have executed, or have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized, all as of the date first written above.

KNOLOGY DATA CENTER SERVICES, INC.

By: 
Name: Chad S. Wachter
Title: Secretary

E SOLUTIONS CORPORATION

By: 
Name: Chad S. Wachter
Title: Secretary